

**Notice of the 2026 Annual General Meeting of  
shareholders (No.13)**



**Lease IT Public Company Limited**

**Thursday, April 2, 2026**

**at 2.00 p.m. at ASIC ROOM**

**MS SIAM TOWER, 31<sup>st</sup> floor**

**No. 1023, Rama 3 Road, Chongnonsi, Yannawa,**

**Bangkok 10120 Telephone: 02-163-4260**

## **Notice of the collection and processing of personal data for the shareholders' meeting**

### **Lease IT Public Company Limited**

Lease IT Public Company Limited (The Company) gives great importance to the privacy and security of shareholder and proxy data, and thus would like to give notice regarding the details of how the Company will collect, use, disclosure, and process the personal data of shareholders and/or proxies. The Company kindly requests for shareholders and proxies, as personal data subjects, to study the following details and rights thoroughly prior to attending the shareholders' meeting. The details are as follows:

#### **1. Personal data collected by the Company.**

The Company will receive and collect personal data directly from shareholders and/or proxies and from Securities Depository (Thailand) Co., Ltd., which is assigned by the Company to act as the Company's stock registrar. Personal data may include:

- 1.1 General personal data such as the shareholders' or proxies': Name, Surname, ID number, date of birth, gender, nationality, shareholder registration number, bank account numbers, photos, video recordings of the shareholders' meeting, etc.
- 1.2 Contact information such as address, phone number, email address, etc.

#### **2. The purpose of the collection, use and disclosure of personal data.**

The Company will collect, use, and disclose personal data for the following purposes:

- 2.1 To arrange for the Company's Shareholders' meeting to be compliant with the Company's regulations, including the laws, announcements, and official guidelines regarding the meeting, such as the preparation of meeting minutes.
- 2.2 To be used to express the identities of shareholders and/or proxies, as well as express who is entitled to attend the meeting and exercise their rights at the Company's Shareholders' meeting.
- 2.3 To be used for dissemination photos, video recordings of the shareholders' meeting on the company's website and other channels.
- 2.4 Personal data may be disclosed to persons or entities relating to cases 2.1 and 2.2, including counselors in meetings or government agencies related to public health and disease prevention.

#### **3. Rights of personal data subjects.**

Personal data subjects have the following rights as set forth in the Personal Data Protection Act B.E. 2562, which includes the right to withdraw consent, the right to request access, the right to receive personal data, the right to request edits or corrections on the personal data, the right to request the deletion or destruction of personal data, the right to request suspension of use of their personal data, the right to request the transfer of personal data according to the method prescribed by law, the right to complain and the right to object to the collection, use or disclosure of personal data relevant to them.

#### **4. Privacy Period.**

The Company will retain personal data in accordance with Article 1 for the duration of the relevant laws and/or as necessary in order to achieve the objectives pursuant of Article 2.

#### **Contact the Company to exercise the rights of the owner of personal data.**

Personal data subjects can contact the Company to exercise their rights under the Personal Data Protection Act B.E. 2562 at Company Secretary Department, Lease IT Public Company Limited (Head Office), 1023 MS Siam Tower, 29<sup>th</sup> Floor, Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10120

March 2, 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders (No.13)

To: Shareholders of Lease IT Public Company Limited

Enclosures:

1. Copy of the Minutes of the 2025 Annual General Meeting of the Shareholders (No.12)
2. Summarized Financial Information
3. QR Code of the 2025 Form 56-1 One Report
4. Biographies of the directors who are retired by rotation and proposed for re-election
5. Definition of Independent Director
6. The Remuneration of the Board of Directors and Sub-Committees.
7. Detail of the auditors and Audit Fee
8. Company's Articles of Association concerning the Shareholders' Meeting and Voting
9. Registration, Proxy Appointment, and Voting Procedures
10. Informations of Independent Directors purpose as proxies
11. Proxy Form
12. Map of Meeting Venue (MS Siam Tower)

The Board of Directors of Lease IT Public Company Limited (the "Company") has resolved to convene the 2026 Annual General Meeting of Shareholders (No. 13) on Thursday, April 2, 2026 at 2 p.m. at ASIC Room, MS Siam Tower, 31<sup>st</sup> Floor, No.1023 Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120, to consider the following agenda.

**Agenda 1: To acknowledge the Company's operating results for the fiscal year ended December 31, 2025**

Objectives and Rationale: To report the Company's operating result for the year 2025 and the summarized financial information are provided in the Enclosure No.2

Board's Opinion: The Board of Directors of the Company has considered that the report of the Company's operation results ending December 31, 2025, which appeared in the 2025 Form 56-1 One Report (Enclosure No.3), are accurate and appropriate to propose to the 2026 Annual General Meeting of Shareholders for acknowledgement.

**Agenda 2: To consider and approve the Company's financial statements for the fiscal year ended December 31, 2025.**

Objectives and Rationale: To comply with Section 112 of Public Limited Companies Act B.E.2535 (1992) and Article 57 of the Company's Articles of Association, which requires that the Board of Directors to prepare the balance sheet and profit and loss statement at the end of the fiscal year for shareholder approval, after being audited by the auditor.

Board's Opinion: The Board of Directors and Audit Committee resolved to certify the financial statements that the Auditor of the Company had audited and the Board of Directors deem it appropriate to propose the Financial Statements for the year ended December 31, 2025 to the Meeting of Shareholders due to comply with Articles of Association and the Public Limited Companies Act. B. E. 2535 (1992). The details are appeared in The Summarized Financial Information (Enclosure No.2) and the 2025 Form 56-1 One Report (Enclosure No.3)

Required Vote for Approval: The majority votes of the shareholders, who attend and vote at the meeting, will be required

**Agenda 3: To consider and approve the omission of net profit allocation as legal reserve and the omission of dividend payment**

Objectives and Rationale: According to Section 115 of the Public Limited Company Act, B.E. 2535, it is prohibited to pay dividends from any moneies other than profits. In case, the Company has its cumulative losses, it is prohibited to pay dividends, and according to Section 116 of the Public Limited Company Act B.E. 2535 (1992) specify that

*“The Company must allocate part of its annual net profit as a reserve fund in an amount not less than 5 percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital, unless the Articles of Association of the Company or other laws require a larger amount of reserve fund.”*

**And Article 52 of the Company’s Articles of Association:**

*“The Company must allocate part of its annual net profit as a reserve fund in an amount not less than five (5) percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten (10) percent of the registered capital.*

*In addition to the aforementioned reserve fund, the Board of Directors may propose to the shareholders’ meeting to pass a resolution to allocate other reserve funds as deemed beneficial to the Company’s business operations.*

*Upon approval by the shareholders’ meeting, the Company may transfer other reserve funds, the legal reserve, and the share premium reserve, respectively, to offset the accumulated loss of the Company.”*

**The Company’s dividend policy is as follows:**

“The Company has a policy to pay dividends to shareholders at a rate of not less than 50 percent of the net profit based on the Company’s financial statements, after deduction of corporate income tax and the allocation of legal reserves each year. However, the Company may consider a dividend payment different from the established policy or omit the dividend payment, depending on the operating results, financial position, liquidity, economic conditions, and the necessity of using working capital for business management and business expansion of the Company.”

The resolution of the 2025 Annual General Meeting of Shareholders (No.12) held on April 3, 2025, approved the transfer of legal reserves in the amount of 30,000,000 baht and share premium reserves in the amount of 443,000,000 baht to offset the Company's accumulated losses as of December 31, 2024, in the amount of 473,000,000 baht. Therefore, the Company currently has no remaining legal reserves.

According to the Company’s operating results for the fiscal year ended December 31, 2025, the separate financial statements showed a net loss of 4,993,652 Baht. Therefore, the Company is not required to allocate net profit as a legal reserve. Furthermore, it is proposed that the meeting consider and approve the omission of dividend payment for the 2025 operating results, as the Company incurred a net loss in its separate financial statements.

**Comparison of dividends payment for the year 2022- 2024**

Details of Dividend Distribution	2025 (The proposed year)	2024	2023
1. Net profit (Baht)	10,840,858	(449,859,906)	(117,612,733)
2. Total Comprehensive income (expense) for the period	12,979,433 <sup>1</sup>	(449,859,906)	(117,612,733)
3. Number of shares (Shares)	442,931,258	442,931,258	442,931,258
4. Dividend pay-out rate (Baht per share)	omitted dividend payment	omitted dividend payment	omitted dividend payment
5. Total dividend paid (Baht)	omitted dividend payment	omitted dividend payment	omitted dividend payment
6. Percentage of dividend paid compared with net profit as per the financial statements (%)	-	-	-
7. According to the policy (Yes / No) <u>Reason:</u>	According to the policy	According to the policy	According to the policy

Remark: <sup>1</sup> In 2025, the Company recognized a gain from the remeasurement of employee benefits, resulting in an increase in Total comprehensive income for the period.

<sup>2</sup> Omission of dividend payment because the separate financial statements showed a net loss of 4,993,652 Baht.

Board's Opinion: The Board of Directors deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders (No. 13) to consider and approve the omission of net profit allocation as legal reserve and the omission of dividend payment for the Company's operating results for the fiscal period ended December 31, 2025, due to the net loss incurred in the separate financial statements.

Required Vote for Approval: The majority votes of the shareholders, who attend and vote at the meeting, will be required

**Agenda 4: To consider and approve the reduction of the registered capital by cancelling the unissued shares and the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the reduction of the registered capital**

Objective and Rationale: Pursuant to **Section 139** of the Public Limited Companies Act B.E. 2535,

*"A company may reduce the amount of its registered capital by either reducing the par value of each share or reducing the number of shares, but the capital may not be reduced to less than one-fourth of the total capital.*

*In the case where a company has accumulated loss and has already compensated for the accumulated loss under Section 119 and the accumulated loss still remains, the company may reduce the capital to less than one-fourth of the total capital.*

*The reduction of the par value or the number of shares under the first or the second paragraph to any amount and by any method shall be made only upon a resolution of the meeting of shareholders by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote"*

**Section 140** states that

*"The meeting of shareholders may pass a resolution to reduce the capital by canceling the registered shares which have not been purchased or have not yet been issued. Upon the meeting having passed the resolution, the company shall apply for registration of the capital reduction within 14 days from the date on which the meeting passed the resolution."*

Currently, the Company has 158,801,677 unsold ordinary shares with a par value of 1.00 baht per share. These ordinary shares are the remaining shares after allocation to support the exercise of warrants to purchase ordinary shares of the company, as follows:

- (1) Exercise of rights under the Company's first warrant to purchase ordinary shares (LIT-W1) in the amount of 121,893,456 shares
- (2) Exercise of rights under the Company's second warrant to purchase ordinary shares (LIT-W2) in the amount of 36,908,221 shares

Due to the Company's first warrant to purchase ordinary shares (LIT-W1) and second warrant to purchase ordinary shares (LIT-W2) have expired, the Company is no longer able to issue those shares, Therefore, it is deemed appropriate to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval the reduction in registered capital by cancelling unsold shares, And amend Article 4 of the Company's Memorandum of Association to reflect the reduction in the Company's registered capital, with the following details:

**from**

Clause 4	Registered Capital	601,732,935 Baht	(Six hundred one million seven hundred thirty two thousand nine hundred thirty five Baht)
	Equivalent to	601,732,935 shares	(Six hundred one million seven hundred thirty two thousand nine hundred thirty five Shares)
	Par value	Baht 1.00	(One Baht)
	Consisting of :		
	Ordinary share	601,732,935 shares	(Six hundred one million seven hundred thirty two thousand nine hundred thirty five Shares)
	Preferred share	- shares	( - Shares)

**to**

Clause 4	Registered Capital	442,931,258 Baht	(Four hundred forty two million nine hundred thirty one thousand two hundred fifty eight Baht)
	Equivalent to	442,931,258 Shares	(Four hundred forty two million nine hundred thirty one thousand two hundred fifty eight shares)
	Par value	1.00 Baht	(One Baht)
	Consisting of :		
	Ordinary share	442,931,258 Shares	(Four hundred forty two million nine hundred thirty one thousand two hundred fifty eight shares)
	Preferred share	- Shares	( - Shares)

Board's Opinion: The Board of Directors has considered and deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders (No.13) for approval a reduction in registered capital by canceling 158,801,677 unissued shares and an amendment to Article 4 of the Memorandum of Association to reflect the reduction in registered capital.

Required Vote for Approval: Not less than three-fourths (3/4) of the total number of votes of the shareholders at the meeting and casting their votes.

**Agenda 5: To consider and approve the the appointment of directors to replace those who are due to retire by rotation.**

Objectives and Rationale: According to Article 18 of the Company's Articles of Association states that One-third (1/3) of the Company's directors must retire by rotation at the Annual General Meeting of Shareholders. If the number of directors cannot be divided into three parts, the number closet to one-third shall retired. Directors who must retire from office in the first and second year after registration shall be selected by drawing lots. In subsequent years, the directors who have been in office for the longest period shall retire. The retiring directors shall be eligible to be re-appointed for another term." The Company has 7 directors, 2 directors who have held office the longest must retire as follow:

- (1) Associate Professor Dr.Suda Suwannapirom : Independent Director, Audit Committee Member,  
Risk Management Committee Member,  
Chairman of Corporate Governance and Sustainability  
Committee
- (2) Ms.Sitaphatr Nirojthanarat : Director, Risk Management Committee Member,  
Corporate Governance & Sustainability Committee Member,  
Executive Committee Member

The Company provides the rights of shareholders to propose the agenda and to nominate candidates to be elected as directors between 14 November – 30 December 2025. At the end of the period, no shareholder proposed.

Board's Opinion: The Board of Directors has carefully screened and considered that both directors posses all qualification required by the Public Limited Companies Act B.E.2535, which means that the said 2 directors are not : (1) bankrupt persons, incompetent or quasi-incompetent persons, (2) Never been imprisoned by a final judgement for an offense involving property that was committed dishonestly (3) Never been punished or expelled or discharged from a government organization or a government agency for malfeasance and (4) Not operating a business becoming a partner or other shareholder with the same status and competing with the Company's business. In addition, the said 2 directors have sufficient knowledge and experience in the related business activies of the Company and should be able to contribute to development of the Company. The person nominated this time has been considered in accordance with the process specified by the Company and has qualifications in accordance with relevant regulations and suitable for the Company's business operations. The Board of Directors has also considered that **Associate Professor Dr. Suda Suwannapirom**, Independent Director, if re-appointed, would have been in office for more than 9 years, was a director with transparent work experience, blemishes are able to express their opinions freely. In addition her knowledge, experience and expertise has been brought to give useful suggestion for the operation of the Company. During her tenure as an Independent Director, she has fulfilled key responsibility in the Audit Committee and as Chairman of the Corporate Governance and Sustainability. She has dedicated herself to safeguarding shareholder's interest through her independent judgment and objective views separate from the management's influence. The Board of Directors has considered that the person nominated as an independent director has qualification in accordance with the relevant laws and regulations relating to independent director.

Accordingly, the Board of Directors deems it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the re-appointment of the 2 directors who are retiring by rotation to serve as the Company's directors for another term, maintaining their original director positions.

In this regard, the Company has enclosed the biographies of the directors' profile, their shareholding in the Company, their directorship or executive position in other entities as appeared in Enclosure 4 and the definition of the independent director as per *Enclosure No.5*

Required Vote for Approval: The majority votes of the shareholders, who attend and vote at the meeting, will be required

**Agenda 6: To consider and approve the directors' remuneration for the year 2026.**

Objectives and Rationale: Directors' remuneration should be appropriate to their duties and responsibilities and should be reviewed annually. In 2025, the Board of Directors resolved to appoint 3 additional sub-committees to support the Board's operations. The Nomination and Remuneration Committee has proposed the remuneration for the Board of Directors and all sub-committees, considering their knowledge, capabilities, dedication, and responsibilities. The proposed rates are comparable to other companies in the same industry and are sufficient to attract and retain qualified directors. The Board of Directors has carefully considered and recommends proposing the 2026 remuneration rates to the Annual General Meeting of Shareholders as follows

**1.Monetary Remuneration**

	2025				2026 (proposed year)			
	Monthly Remuneration (Baht/Month)		Meeting Allowance (Baht/Time)		Monthly Remuneration (Baht/Month)		Meeting Allowance (Baht/Time)	
	Chairman	Member	Chairman	Member	Chairman	Member	Chairman	Member
1. Board of Directors <sup>1</sup>	150,000	40,000	5,000	5,000	145,000	40,000	12,000	5,000
2. Sub-Committee								
2.1 Audit Committee <sup>2</sup>	35,000	10,000	5,000	5,000	25,000	10,000	12,000	5,000
2.2 Nomination and Remuneration Committee					-	-	10,000	5,000
2.3 Risk Management Committee					-	-	10,000	5,000
2.4 Corporate Governance and Sustainability Committee					-	-	10,000	5,000
2.5 Executive Committee	-	-	-	-	-	-	-	-

**Remark :** <sup>1</sup> Ms.Parichatara Laotheerasirivong and Ms.Sitaphatr Nirojthanarat received monthly remuneration as the management.

<sup>2</sup> In 2025 the Audit Committee has been assigned to perform additional duties as the Nomination and Remuneration Committee, the Risk Management Committee, and the Corporate Governance Committee, with a meeting allowance of THB 5,000 per time

**2.Directors and Officers' Liability Insurance (D&O)**

	2025 Insurance Limit	2026 Insurance Limit 2026
Directors and Officers' Liability Insurance (D&O)	Not exceeding 50,000,000 THB	Not exceeding 50,000,000 THB

**3.Other remuneration: None**

Board's Opinion: The Board of Directors deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the remuneration of the directors, as proposed the comparative details are provided in Enclosure No.6

Required Vote for Approval: A vote of not less than two-thirds (2/3) of the total votes of the shareholders attending at the meetings, will be required.

**Agenda 7: To consider and approve the appointment of the auditors and the approval of audit fees for the year 2026**

Objectives and Rationale: To comply with the Public Limited Companies Act and Articles 60 and 61 of the Company's Articles of Association, which require the Annual General Meeting of Shareholders to appoint the auditor and determine the audit fee of the Company every year upon the recommendation of the Audit Committee, the Board of Directors has considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the appointment of 3 auditors from EY Office Limited as the Company's auditors and approve the audit fees for the year 2026 as follows:

**1) Name of Auditors**

No.	Name	Certified Public Accountant (Thailand) No.	Number of years as an auditor for the company.
1	Ms. Wanwilai Phetsang	5315	-
2	Ms.Chutiwan Chanswangphuwana	8265	-
3	Ms. Ployjuta Suncanthamal	10678	-

Any one of the certified public auditors shall be authorized to audit and express an opinion on the Company's financial statements. In the event that the aforementioned auditors are unable to perform their duties, EY Office Limited is authorized to appoint other certified public auditors from EY Office Limited with equivalent qualifications to act as substitutes. The proposed auditors have no relationship or interest with the Company, the management, or major shareholders in a manner that would affect the independent performance of their duties. This is based on the consideration that the auditors possess the qualifications as specified by the Company and the Securities and Exchange Commission (SEC). The audit fees for the Company (excluding subsidiaries) are determined as follows:

Unit : baht

Audit Fee	2025	% change	2026
- Fee for the audit of the annual financial statements	1,250,000	(12.80%)	1,090,000
- Fee for the review of annual report	100,000	-	100,000
- Fee for the review of interim financial statements ( 3 quarters at Baht190,000 each)	570,000	-	570,000
- Fee for the review of consolidated financial statements ( 4 quarters at Baht 50,000 each)	200,000	-	200,000
- Fee for the review of TFRS 9 financial model	150,000	-	150,000
<b>Total</b>	<b>2,270,000</b>	<b>(7.05%)</b>	<b>2,110,000</b>
<b>Non-Audit Fee</b>	None	-	None
<b>Grand Total</b>	<b>2,270,000</b>	<b>(7.05%)</b>	<b>2,110,000</b>

The auditors of the Company and subsidiaries affiliated with EY Office Limited, Therefore the Board of Director is confident that it will be able to prepare the Financial Statement on time. Detail of the Auditor and Audit Fee appears in *Enclosure No.7*

Board's Opinion : The Audit Committee has considered the audit fees and the auditors' qualifications and views that EY Office Limited is an audit firm with extensive experience and a widely recognized reputation. Furthermore, the proposed audit fees are considered appropriate. The Audit Committee, in agreement with the management, resolved to propose to the Board of Directors for further submission to the Annual General Meeting of Shareholders to approve the appointment of EY Office Limited as the Company's auditor for the year 2026, with audit fees not exceeding 2,110,000 Baht (Two million, one hundred and ten thousand Baht only) and other services fee as actually incurred as proposed above. In the event that the aforementioned auditors are unable to perform their duties, EY Office Limited is authorized to provide other certified public auditors from the same firm with equivalent qualifications to perform the audit and express an opinion on the Company's financial statements in their stead.

Required Vote for Approval: The majority votes of the shareholders, who attend and vote at the meeting, will be required

**Agenda 8: To consider other matters (if any)**

Objectives and Rationale: This is an agenda item where no voting will take place. It is provided to allow shareholders, who collectively hold not less than one-third of the total number of shares sold, to request the meeting to consider matters other than those specified in the invitation, as well as to provide an opportunity for shareholders to ask questions, express opinions, or consult with the Board of Directors and the management of the Company on general matters.

The Company cordially invites all shareholders to attend the meeting on the date, time, and venue mentioned above, with details appearing in **Enclosures 1 to 12**. Should you have any inquiries or questions related to the meeting agendas, you may submit them in advance to the Company via email at **IR@leaseit.co.th**, providing your name, address, and telephone number so that the Company may contact you.

For shareholders who wish to receive a physical copy of the Proxy Form, please submit a request specifying your full name, shipping address, and contact number to IR@leaseit.co.th from March 11, 2026, onwards.

**In the event of any changes affecting the shareholders' meeting, the Chief Executive Officer is authorized to make decisions regarding any operational adjustments as necessary to comply with the situation. The Company will further notify shareholders via the Company's website and the Stock Exchange of Thailand's information disclosure system.**

Furthermore, to ensure a convenient and rapid registration process, the Company requests shareholders and/or proxies to present identification documents for attending the meeting to the registration officers. Registration will be open from 12:30 p.m. on Thursday, April 2, 2026, until the conclusion of the 2026 Annual General Meeting of Shareholders.

Yours sincerely,

-Piyanan Mongkol-  
(Ms. Piyanan Mongkol)  
Company Secretary  
By order of the Board of Directors

**Minute of the 2025 Annual General Meeting of Shareholders (No.12)****Lease IT Public Company Limited**

The Meeting was held on Thursday, April 3, 2025 at ASIC Meeting Room, 31<sup>st</sup> floor, MS Siam Tower, 1023 Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120

Directors attending the Meeting

- |   |   |
|---|---|
| 1. Police General Jate Mongkolhutthi        | Chairman of the Board and Independent Director<br>Chairman of the Meeting |
| 2. Mr.Pongsak Chewcharat                    | Chairman of the Audit Committee and<br>Independent Director               |
| 3. Mr.Suthud Khancharoensuk                 | Independent Director and Audit Committee Member                           |
| 4. Associate Professor Dr.Suda Suwannapirom | Independent Director and Audit Committee Member                           |
| 5. Mrs.Wasara Chotithammarat                | Independent Director and Audit Committee Member                           |
| 6. Ms.Parichatara Laotheerasirivong         | Senior Executive Director   |
| 7. Mr.Alongkot Boonmasuk                    | Director and Chief Executive Officer                                      |
| 8. Ms.Sitaphatr Nirojthanarat               | Director and Deputy Chief Executive Officer                               |

Director absent the Meeting : None

Numbers of Directors attending the meeting: 8 persons (100 percent)

Executives attending the Meeting

- |                               |                         |
|-------------------------------|-------------------------|
| 1. Ms.Nantaporn Thammasuaydee | Chief Operation Officer |
| 2. Ms.Pemika Patiroobwatee    | Chief Financial Officer |

Auditor attending the Meeting

- |                               |  |
|-------------------------------|--|
| 1. Ms.Bongkot Kriangphanamorn | Certified Public Accountant, EY Office Company Limited |
|-------------------------------|--|

Legal Advisor

- |                          |   |
|--------------------------|---|
| 1. Ms.Panaskan Jernpipat | Legal Advisor and Vote Counting Inspector |
|--------------------------|---|

The Meeting started at 14.00 p.m.

Police General Jate Mongkolhutthi, the Chairman of the Board of Directors acting as the Chairman of the Meeting. Ms.Piyanan Mongkol, Company Secretary, acting as Moderator and Minute's taker.

Ms.Piyanan Mongkol, Company Secretary, has informed shareholders that today's general meeting of shareholders will take photos and record videos throughout the meeting. If any shareholder does not wish to have the image appear in the video, please inform the team and explain the matters to the shareholders' meeting as follows:

- When the meeting started, there were 43 shareholders who attended the Meeting both in person and by proxy, holding a total of 227,134,639 shares equivalent to 51.2799% of the total number of shares sold, 442,931,258 shares as follow;

Shareholder	Amount	Shares	Percentage of shareholders attending the meeting
Attending in person	21 persons	49,812,097	21.9306
Proxy	22 persons	177,322,542	78.0694
Totaling	43 persons	227,134,639	100.0000

Which is a quorum in accordance with the Company's regulations No.39, which state in a shareholders' meeting there must be at least 25 shareholders and proxies attending the meeting, or not less than half of the total number of shareholder and there must be a combined total of not less than one-third of the total number of share sold to constitute a quorum.

- Introduced Directors, Executives, Auditor and Legal Advisor and Vote Counting Inspector.

- Explained of the giving of rights of shareholders to propose agenda and nominate persons to be elected as directors from November 15, 2024 - December 30, 2024. It appeared that no shareholder proposed such matter. The

Company published the notification of sending the Notice of the Annual General Meeting of Shareholders with the meeting documents via the website of the Stock Exchange of Thailand according to the specified criteria on March 4, 2025

4. Explained the guidelines and methods for counting the votes of shareholders who must vote on each agenda in order for the meeting to proceed smoothly are as follow

- 4.1 The shareholders or proxies who already registered will receive the white ballot at the registration point, with each sub-sheet indicating the voter's name and the number of shares entitled to vote, with 1 share equal to 1 vote.
- 4.2 The shareholders or proxies must use the ballot paper matching to the agenda. As for Agenda 5, the names of directors to be appointed will be listed separately on each ballot paper so that votes can be cast to appoint directors individually to be consistent with the arrangement of the shareholders' meeting.
- 4.3 Proxies under Proxy Form B who have already cast their voted in advance from the grantors will not receive a ballot. The officers will tally the votes in each agenda in advance as specified in the Proxy Form.
- 4.4 The Shareholders who agreed with every agenda are requested to sign their names in every box on the ballot and return the entire ballot when the meeting is over. Shareholders who disagree or abstain from voting on any agenda are requested to tear up the ballot along the perforated lines and sign their names and hand it over to the officer.

#### **5. Counting Votes**

- 5.1 For counting of votes, in accordance with Good Governance, Ms. Panaskan Jermpipat, A Legal Advisor acting as the Vote Counting Inspector.
- 5.2 Shareholders and proxies must vote in case of approved, disapproved or abstained.

#### **6. Collecting Ballots and Counting Vote.**

- 6.1 A voting in each agenda shall be made openly. The Chairman of the Meeting will ask the shareholders to vote "approve" "disapprove" or "abstention" on each agenda. The shareholders shall cast their votes on the ballots received at the registration point and signed their names. After that the Company's staff will collect the ballots for specified cases "disapproved" and "abstention". The staff will collect and count the votes with the barcode system and computer processing and will summarize the voting results for each agenda and notify the Meeting via the screen. In case that there are no shareholder objecting or expressing other opinions, it will be considered that the meeting approves.
- 6.2 The method of vote counting. The Company will deduct the votes of disapproval and abstention from the total number of votes attending the meeting and the remaining votes will be considered as votes agreeing to that agenda.
- 6.3 Consideration of Votes have been taken into account in according with the proxy form, the judging criteria shall be in accordance with the following criteria;
  - 6.3.1 The Company Regulation No.44 Subject Counting Vote define as below

"Voting on any resolution or approving any business at the shareholder meeting must be approved by a majority vote of the shareholders who attend the meeting and vote and in the following cases, a vote of not less than three-fourths of the total number of shareholders who attend the meeting and have the right to vote.

    1. The sale or transfer of the whole or material parts of the business of the company to other persons.
    2. The purchase or acceptance of transfer of the business of other companies or private companies by the company.
    3. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the company, the assignment of the management of the

business of the company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

4. The amendment of the memorandum or regulations of the company.
5. The increase and reduction of a capital.
6. The issuance of debenture.
7. The amalgamation or dissolution of the company.”

6.3.2 According to the Public Limited Companies Act, Section 107, it is prescribed, as follows :

“Resolution of the Shareholders’ Meeting shall consist of votes, as follow:

- (1) In normal cases, a resolution shall be passed by majority votes of shareholders attending the Meeting and casting votes. In case of a tie, the Chairman of the Meeting shall have one additional casting vote.
- (2) In any of the following cases, a resolution shall be passed by three-fourth of the total votes of shareholders attending the Meeting and casting votes:
  - (a) The sale or transfer of the whole or material part of the Company’s businesses to a third party
  - (b) The purchase or receipt of transfer of businesses of other companies or private companies to the Company
  - (c) Execution, amendment or termination of agreements relating to the leasing out of the whole or material part of the Company’s businesses, assignment of a third party to manage the Company’s businesses or merger with third parties with an objective of sharing of profits and losses
- (3) In case, the Company has the requirements that a resolution of the Shareholders’ Meeting in any matter which shall consist of votes exceeding the numbers as prescribed in (1) or (2) shall be passed accordingly

6.3.3 According to the Public Limited Companies Act, Section 90, it is prescribed, as follows: “The Company shall be prohibited to pay money or any other properties to a director, except for payment of remunerations according to the Company’s Regulations.

In case, it is not prescribed in the Company’s Regulations, the payment of remunerations under Paragraph 1 shall be in accordance with a resolution of the Shareholders’ Meeting which shall consist of votes equal to not less than two-thirds of the total number of votes of shareholders attending the Meeting”.

This time, the agenda must receive a vote of not less than two-thirds of the total number of votes of the shareholders who attended the meeting was required according to the Public Company Limited Act, B. E. 2535 and its amendments, Section 90 and Section 107 is Agenda 6 To consider and approve the remuneration of directors for the year 2025.

7. In the event that the shareholders did not cast any votes, it would be deemed that they agreed. For shareholders who want to leave early or not be in the meeting room on any agenda. The right can be exercised by submitting the ballot in advance to the staff.
8. The voting results for each agenda will be displayed on the screen for shareholder to know. For shareholders who wish to inquire. Please inform the meeting of your first and last name before asking questions or expressing opinions every time.
9. This year, the Company has prepared Form 56-1 One Report in the format of e-One Report in the system of the Stock Exchange of Thailand. Therefore, the Company has not published the report in a colorful book format in order to minimize expenses and to reduce paper usage as well as reduce global warming. Shareholders may scan QR Code displayed on the screen to view meeting documents. And the fire escape

stairs of MS Siam Tower Building have 2 ways, when leaving the meeting room, the fire escape stairs will be on the left and right of the entrance door.

Police General Jate Mongkolhutti, the Chairman of the Board of Director and Independent Director, acting as the Chairman of the Meeting, greeted the shareholders, then opened the meeting and proceeded with the meeting according to the agenda and requested that all procedure be in accordance with the regulation of the SEC and SET regarding the practices for holding shareholders' meeting of listed company.

#### **Agenda 1 To acknowledge the Company's operating results ended 31 December, 2024**

The Chairman invited Mr. Alongkot Boonmasuk the Chief Executive Officer to present this agenda.

Mr. Alongkot Boonmasuk, Chief Executive Officer, greeted the shareholders and presented the 2024 performance as reported in the Management Discussion and Analysis Report as follow;

1. In 2024, the Company has released all types of loans in the total limit of 2,821 million baht, including the release of loans from Factoring equal to 83% or 2,331 million baht, Project Backup Financing equal to 12% or 327 million baht, Loans for Installment Sales equal to 3% or 101 million baht, Long-Term Loans equal to 2% or 62 million baht. In the past year, the quantity of loan release decreased due to impacts from low economic expansion and resulting in debtor quality deterioration which was in conformity with the overview of markets with debtor quality decrease. In addition, the cost of interest rates and raw materials has increased. As a result, entrepreneurs are unable to operate their businesses continuously. More importantly, in the past year, Government Budgets were released in the late Second Quarter. As a result, in the first half of the year, the Company was unable to release loans particularly to the Company's SMEs customers working with decelerating government agency partners, including new investment, purchasing and outsourcing which was extensively affected. In addition, regarding the quality of SMEs debtors, the Company has strictly screened the quality of debtors and has decelerated its release of loans in high-risk industries such as construction industry. Therefore, in the past year, the Company's loan releases and ports were not fully expanded.
2. At the end of 2024, the Company had its outstanding amount of loans of 1,361 million baht, including Project Backup Financing equal to 48% or 648 million baht, followed by loans for Factoring equal to 42% or 576 million baht, and Long-Term Loans equal to 6% or 84 million baht, and Loans for Installment Sales equal to 4% or 53 million baht.
3. It was obvious that, in the past year, it was quite difficult to release new loans but in the perspective of incomes of 2024, the Company still maintained the level of income generation at 112 million baht, with its main income from Factoring equal to 50% or 56 million baht, Project Backup Financing equal to 16% or 18 million baht, Long-Term Loans equal to 16% or 18 million baht, and Loans for installment sales equal to 18% or 20 million baht.

In 2024, in view of quarterly snapshots, it was obvious that in the 1<sup>st</sup> Quarter and the 2<sup>nd</sup> Quarter, the Government Budget had not yet been released which had direct impacts on SMEs customers. Therefore, the operating results of the Company in the 1<sup>st</sup> Quarter, the 2<sup>nd</sup> Quarter and the 3<sup>rd</sup> Quarter were highly affected and resulting in the reduction of the Company's loan release. At the same time, the deterioration of SMEs debtors also had consequences. After the Government Budget were spread to government agencies in the 3<sup>rd</sup> Quarter, the Government Sector has accelerated the disbursement of budgets. The Company has stimulated the release of more loans, and it appeared that the 4<sup>th</sup> Quarter the Company's operating results has been better. And the Company attempted to maintain the level of income generation and the momentum to the end of this year as targeted.

The Chairman addressed the issue of Anti-Corruption to the Meeting that the Company has an Anti-Corruption Policy and has implemented it by rejecting all forms of corruption and bribery. In 2024, the Company had declaration of intention join the CAC on January 2, 2024 and has improved, established various policies and practices for the Board of Directors, executives and employees to adhere to as guidelines for corruption. A potential risk assessment has been conducted and the operational manual has been revised to prevent potential corruption. The implementation period is 18 months and will expire on June 30, 2025.

The Chairman provided opportunities for shareholders to ask questions and express their opinions. There were shareholders who asked questions and expressed their opinion as follows :

Mr. Somchai Padpai, a shareholder who attended the Meeting in person, asked Mr. Alongkot Boonmasuk, the Chief Executive Officer, that, in MD&A, it explained that the new loans issued since 2023 are NPLs of only 1% but in the Financial Statements, it was obvious that in Stage 1, Stage 2 and Stage 3, there were large amounts of bad debts. Therefore, Mr. Somchai Padpai did not understand why it is stated that there is only 1% NPL. The next issue was that this year, the Company suffered loss of 450 million baht but the expected credit loss (ECL) was set at 401 million baht only. Mr. Somchai Padpai did not understand the differences thereof and would like Mr. Alongkot Boonmasuk to clarify the issue. In the 3<sup>rd</sup> Quarter, the Company had a lot of provisions; as a result, the Company's portfolio was smaller. When taking account of figures in Stage 2 and Stage 3, it was obvious that there were almost no bad debts. Mr. Somchai Padpai was wondering if the amount of debts which has not been set would appear in the Financial Statements, the 1<sup>st</sup> Quarter. According to the explanation of Mr. Alongkot Boonmasuk, it was admissible that during 1<sup>st</sup>-3<sup>rd</sup> Quarter, no loans were released, and it was understandable according to the supporting reasons but in the 4<sup>th</sup> Quarter, it was said that the results were positive. If it was not mistaken, in MD&A, it was specified that the Company released the loans of 130 million baht but it was uncertain that the amount of loans of 130 million baht was released or the port of loans has increased by 130 million baht. In the next issue, Mr. Somchai Padpai would like to ask Ms. Sitaphatr Nirojthanarat relating to incomes of Ulite Digital Co., Ltd., and it was obvious that there was growth of incomes, despite trivial amounts, it was hope, and Mr. Somchai Padpai would like to know if the Company had profits or not.

Mr. Alongkot Boonmasuk, the Chief Executive Officer, answered those questions in issues specified in MD&A that NPLs were resulted from the issuing of new loans or new NPLs occurred at 1% , in terms of debts when viewing snapshots of NPLs, we considered that the debts that were previously incurred which must be managed differently. But according to the information that new NPLs incurred were matters that the Management Team has set KPI that the quantity of NPLs would not be higher than 1% when compared to new loan amount released. When taking account of the total loan limits released by the Company since 2023 until present, the Company had less than 1% NPLs which were new NPLs incurred. The Management Team has considered that in case, this issue will be well managed in the future and the operating result would be in a new dimension that the Company would like to deliver to all shareholders. In the matter of risks, the Company had the Risk Base Pricing to be managed, and the underwriter team consisted of experienced employees from all financial institutions. The Company has recruited people with experiences in the matter of risks in the consideration of all credits in our team. Therefore, when the Company has invested in the matter of personnel, the Management required that the result thereof shall be most efficient because when the Company had less NPLs, the last line that the Company would like to see was "P&L". The next issue was the matter of provisions as per the principle of provisions, the Company shall have provisions in accordance with the accounting standard system supervised by the auditor of EY Office Limited. Today, the Company shall provide provisions reflecting the reality; whereas, debtors might be at a good stage earlier. If it is not good today, the Company would place them in a proper stage to reflect the exact level of the Company's performances so that the Company would be able to provide the right strategies. In the 4<sup>th</sup> Quarter, the Company is speeding up the release of loans to groups of lowest-risk customers. The Company selected customer groups with Government Agency partners because the Company was able to transfer the rights of receipt of money. These reflected that the Company had considerably low level of new NPLs when compared to the market. I believed that the Company was on the right track.

Ms. Sitaphatr Nirojthanarat, the Deputy Chief Executive Officer and the Chief Executive Officer of Ulite Digital Co., Ltd. (subsidiary) greeted all shareholders and reported the Meeting that the overview of Ulite in terms of gross sales and incomes, the collection of debts was smooth. Ulite had more incomes and the collection of debts has improved. This year, the expansion of ports of Ulite tended to be in qualitative directions with the screening of quality customers from the available databases because, as of today, Ulite has been operating its business for 3 years and has considerable quantity of databases that the Company would be able to select customers in the low-risk groups to be in the port. In addition, the

Company attempted to improve the matter of payments. Today, we have discovered that, in the past year, the Company attempted to experiment and to use CRM on settlement of payments. This year, the Company would fully use CRM by changing customers' behaviors for punctual payments within the due dates and giving them some rewards and imposing penalties on their late payments. These would result in the increasing ratio of our settlement of payments. In the past year, the operating results of Ulite had profits, and this year, the Company had its plan to extend the use of CRM to new generations of customer groups which expected to increase by approximately 40%.

Mr. Somchai Padpai, a shareholder who attended the Meeting in person, asked about Lock Phone whether Ulite Digital any action or not?

Ms. Sitaphatr Nirojthanarat, the Deputy Chief Executive Officer and the Chief Executive Officer of Ulite Digital Co., Ltd., clarified that it was under the study of project details in various aspects such as analysis of competitors, models. If it could be done practically, the Company wished to win over competitors.

Mr. Somchai Padpai, a shareholder who attended the Meeting in person, gave the information that there were 2 competitors and their growth rates had increased. Mr. Somchai Padpai further asked that, because the Financial Statements which shows that no cash was required for the purchase of goods. Was it correct?

Ms. Sitaphatr Nirojthanarat, the Deputy Chief Executive Officer and the Chief Executive Officer of Ulite Digital Co., Ltd., clarified that the Company looked for partners who shall be obliged to sell products on our applications. When the products were sold, the Company would pay to our partners which is trade credit to each other.

Mr. Somchai Padpai, a shareholder who attended the Meeting in person, gave opinions that the Company's debentures would become due for repayment in the next year; therefore, shareholders were concerned whether the Company had to increase its capital in the future because the Company lacked its cash flow and would not be able to release loans.

Mr. Piyapong Prasartthong, a shareholder who attended the Meeting in person, asked about litigations against debtors who failed to settle debts within the due dates thereof, litigations to the Bankruptcy Court, requests for the Court's orders of bankruptcy, the number of cases of overdue debts and projected amounts (million Baht) of debt collection and estimated period (years) of complete collection of debts.

Mr. Alongkot Boonmasuk, the Chief Executive Officer, clarified that the process of debt collection of the Company shall be as follows: In case, customers had outstanding debt payments, the Company would issue demand notices to customers. Then the Company would invite customers for negotiation for debt restructuring. The Company shall firstly comply with the process when there was no progress of debt restructuring, then, the legal execution shall start. The Company shall enter both civil and criminal actions. In case, customers were still unable to pay debts, then, the process of inquiry shall start. When the Company used its best efforts to collect debts but still failed to collect its debts, the Company shall submit a petition to the Legal Execution Department requesting the Legal Execution Department to issue lawful requisition. Finally, when such debtors were unable to repay debts, they would be sued for bankruptcy according to the laws and they shall be recorded as bankrupts for 3 years. This was an overview of the debt collection process used by the Company but there were few cases of litigation for bankruptcy.

Mr. Piyapong Prasartthong, a shareholder who attended the Meeting in person, asked about approximate obligations (million Baht) under cases submitted to the Legal Execution Department for seizure of property in case of bankruptcy and expected period of time (years) that the Company would receive the average refund thereof.

Mr. Alongkot Boonmasuk, the Chief Executive Officer, clarified that the Company had its target of debt collection of 100 million Baht per year. The court process would take quite a long period of time from the Court of First Instance, the Court of Appeal, the Supreme Court, and some cases would be submitted to the Administrative Court. According to these processes, in some cases, the Court would give opportunities to parties to the case to appeal for 5-6 times according to their rights. Therefore, it was quite difficult to specify the number of debtors or cases but the Company's main mission was to generate more incomes and to handle debts. However, Mr. Alongkot Boonmasuk reported to the Meeting that this portion of debts was earlier overdue but most importantly, the Company must prevent the occurrence of new NPLs.

Mrs. Khanung Maktheeranuwat, a shareholder who attended the Meeting in person, asked about the total amount of this portion of debts and estimated percentages of successful debt collection.

Ms. Sitaphatr Nirojthanarat, the Deputy Chief Executive Officer, clarified that in the overview, the Company's NPLs were approximately 800-850 million Baht with provisions of approximately 77%, and the remaining thereof was NPLs. The Company expected that the Company would gradually collect debts.

When there were no shareholder asking question and expressing their opinions. The Chairman stated that this agenda was for acknowledgement of the Company's Performance. Therefore, there was no voting.

**Resolution** The Meeting acknowledged the Company's Operating results for the year ended 31 December 2024

#### **Agenda 2 To consider and approve the financial statements for the year ended 31 December, 2024**

The Chairman invited Mr. Alongkot Boonmasuk, The Chief Executive Officer to present in this agenda.

Mr. Alongkot Boonmasuk, The Chief Executive Officer reported to The Shareholders' Meeting from the Management Discussion and Analysis (MD&A) including various factors that affect the Company as follows:

1. In 2024, the Company had Total Income of 112 million baht compare to 2023 which was 110 million baht an increase of 2 million baht or increase of 1.8% because the Company controlled the quality of loan release and attempted to screen quality customers and to find low-risk business partner transactions. Therefore, the Company's business partners were mostly in the Government Sector because the rights to receive money can be transferred and prevent risk.

2. In 2024, the Company's Net Loss was 450 million baht due to lower revenue while still maintain a proportionate provision for bad debts in accordance with accounting principle resulting from the decreasing incomes; and at the same time, the Company had its provisions as per the proportions of bad debts in accordance with the accounting principle.

3. Asset at the end of 2024 amounted to 989 million baht compared to the previous year's 1,424 million baht a decrease of 435 million baht, a decrease of 30%. The decrease was due to our debtor portfolio having less loans than the previous year and cash form repayment of debentures during the year resulting in liabilities at the end of 2024 amounting to 448 million baht compared to 434 million baht in 2023, an increase of 14 million baht. As a result, shareholders' equity at the end of 2024 was 541 million baht, a decrease of 449 million baht from 990 million baht in 2023.

The Chairman stated to the meeting that this agenda was to consider and approve the financial statements, which the Board of Directors considered and agreed that the financial statements had been audited and certified by the auditors and reviewed by the Audit Committee. It is deemed appropriate for shareholders to approve the Company's financial statements for the period ending 31 December 2024 as detailed in Form 56-1 One Report, pages 168-242.

The Chairman provided opportunities for shareholders to ask questions and express their opinions. There were no shareholders asked questions and expressed their opinion. The Chairman then closed the registration for the meeting and proposed the shareholders' meeting to vote.

**Resolution** The Meeting unanimously approved the financial statements for the year ended 31 December 2024 with the following vote;

	<b>Vote</b>	<b>Percentage (%)</b>
Approved	227,244,839	100.0000
Disapproved	-	-
Abstained	-	-
<b>Totaling</b>	<b>227,244,839</b>	<b>100.0000</b>
Voided Ballot	-	Does not count as vote

#### **Agenda 3 To consider and approve the omission of allocation of profits as legal reserve, the omission dividend payment**

The Chairman invited Mr. Alongkot Boonmasuk, Chief Executive Officer, to present this agenda.

Mr. Alongkot Boonmasuk, Chief Executive Officer, said that according to Section 115 of the Public Company Limited Act, B.E. 2535, it is prohibited to pay dividends from any monies other than profits. In case, the Company has its cumulative losses, it is prohibited to pay dividends; and according to Section 116 of the Public Limited Companies Act B.E. 2535 and the Articles of Association, Clause 50, the Company shall allocate part of the annual earnings as reserves equal to not less than 5% (five percent) of annual Net Profit minus the accumulated loss brought forward (if any) until the amount of reserves shall be not less than 10% of the registered capital, except that the Company shall have regulations or other laws prescribing that the Company shall allocate more reserves. The Company had its policy to pay dividends at the rate of not less than 50% of earnings in the Company's Financial Statements after deduction of corporate income tax and allocation of legal reserves each year. However, the Company may consider paying dividends at different rates from those prescribed in the Company's policy or may omitted the dividend payment depending on the Company's operating results, financial liquidity, economic condition and necessity for use of working capital in its business management and expansion". In 2024, the Company had the net loss of 449,859,906 Baht. The Company has allocated net profit as the legal reserve of 30,000,000 Baht. According to the Law, net profits must be allocated as the legal reserves of not less than 10% of the registered capital. Currently, the Company has registered capital of 601,732,935 Baht, the legal reserves is required 60,173,293.50 Baht. Therefore, the Company will have to allocate net profits as the legal reserves in the amount of 30,173,293.50 Baht. However, since the Company suffered losses from the operating results in 2024, therefore, the Company did not have to allocate net profits as the legal reserves, and proposed the shareholders to consider omitting the dividend for the 2024 operating results due to the loss of the 2024 operating results.

The Chairman provided opportunities for shareholders to ask questions and express their opinions. There were no shareholders asked questions and expressed their opinions. The Chairman then closed the registration for the meeting and proposed the shareholders' meeting to vote.

**Resolution** The Meeting unanimously approved the omission of allocation of profits as legal reserve, the omission dividend payment with the following vote;

	<b>Vote</b>	<b>Percentage (%)</b>
Approved	227,245,065	100.0000
Disapproved	-	-
Voided Ballot	-	-
<b>Totaling</b>	<b>227,245,065</b>	<b>100.0000</b>
Abstained	-	Does not count as vote

**Agenda 4 To consider and approve the transfer of legal reserve and share premium reserve to offset the retained loss**

The Chairman invited Mr. Alongkot Boonmasuk, Chief Executive Officer, to present this agenda.

Mr. Alongkot Boonmasuk, Chief Executive Officer, reported to the Meeting that according to Section 115 of the Public Companies Limited Act B. E. 2535, it stipulates the company to pay dividends from profits only. In case the Company has accumulated losses, dividends could not be paid. According to the Company's separate financial statements as of 31 December 2024, the Company has accumulated loss of 478,304,209 Baht, resulting to being not permitted to pay the dividends. In this regard, according to Section 119 of the Public Companies Limited Act B.E. 2535, it stipulates that the Company could transfer a legal reserve pursuant to Section 116 (share premium), and Section 51 (other reserves) in order to compensate for the accumulated loss of the company where an approval of the shareholders' meeting has been granted. In accordance with the Company's separate financial statements as of 31 December 2024, the Company has a legal reserve in an amount of 30,000,000 Baht and share premium (which was received from the right offering to the public, and the remaining value of unexercised warrants of LIT-W1) in an amount of 514,409,060 Baht. Therefore, in order that the Company could allocate dividends where the Company has profits, it is proposed that the Meeting to consider and approve the allocation of the legal reserve of 30,000,000 Baht and share premium of 443,000,000 Baht to compensate for the accumulated loss of 473,000,000

Baht. After the allocation of legal reserve and share premium to compensate such accumulated loss, the Company still has the remaining accumulated loss of 5,304,209 Baht.

The Chairman provided opportunities for shareholders to ask questions and express their opinions. There were shareholders who asked questions and expressed their opinion as follows:

Mr. Somchai Padpai, a shareholder who attended the Meeting in person, asked whether the compensate for the accumulated loss shall impair the rights of tax shield or not.

Ms. Pemika Patiroobwatee, the Chief Financial Officer, clarified that the rights thereof had not been impaired and were still maintained.

There was no shareholder asked questions or expressed their opinion. The Chairman then closed the registration for the meeting and proposed the shareholders' meeting to vote.

**Resolution** The Meeting unanimously approved the allocation of the legal reserve of 30,000,000 Baht and share premium of 443,000,000 Baht to compensate for the accumulated loss of 473,000,000 Baht with the following vote;

	<b>Vote</b>	<b>Percentage (%)</b>
Approved	227,245,065	100.0000
Disapproved	-	-
Voided Ballot	-	-
<b>Totaling</b>	<b>227,245,065</b>	<b>100.0000</b>
Abstained	-	Does not count as vote

Ms. Wiphawan Jansupharin, a shareholder who attended the Meeting in person, further asked if legal reserves were compensate with the accumulated loss, upon dividend payment, and whether such reserves shall be fully included or not, then, the balance thereof shall be paid as dividends.

Ms. Pemika Patiroobwatee, the Chief Financial Officer, clarified that, in case, the Company had its profits, the Company shall retain 10% thereof as legal reserves, then, the balance thereof shall be paid as dividends.

Mr. Piyapong Prasarthong, a shareholder who attended the Meeting in person, asked about the transfer of legal reserves. When the Company had its loss, the Company shall not be required to provide reserves. However, when the Company had its profits, the Company shall divide 10% of its profits as legal reserves. After that the Company shall pay dividends. This year, the Company had its accumulated loss, then, the Company shall not be required to retain 10% thereof as legal reserves and there would be no dividend payment. However, when the Company had its profits, the Company shall be required to settle payment as reserves and to pay dividends. Was it correct?

The Chairman of the Meeting answered that the shareholder understood the matter correctly.

Mrs. Khanung Maktheeranuwat, a shareholder who attended the Meeting in person, asked that, in the past, the Company had its continuous loss; and in 2025, would the Company have its loss or would it have profits in favor of its shareholders?

Mr. Alongkot Boonmasuk, the Chief Executive Officer, clarified that according to the presentation of data, it was obvious that the Company's operating results in the 4<sup>th</sup> Quarter would be positive, and according to the operating results in the 1<sup>st</sup> Quarter, the Company considered that it tended to improve.

Ms. Wiphawan Jansupharin, a shareholder who attended the Meeting in person, addressed to the Meeting that, in the past year, there were obstacles relating to the public sector. In case, budgets would not be released on time, and the situations continued every year, the Company would have no profits and would have to suspend the dividend payment. How would the Company correct the situations?

Mr. Alongkot Boonmasuk, the Chief Executive Officer, clarified that, regarding budgets of the public sector, the Management has been closely monitoring; and in this May, budgets shall be discussed in the Parliament for approval. The Company is taking action because in the 4<sup>th</sup> Quarter, the Company has seen that parts of budgets were released. In fact,

government agencies such as Bangkok Metropolitan Administration, which was a local administration, had a lot of budgets, and the Company has started parts of these agencies and it would be one of the Company's strategies.

The Chairman told the meeting that he would proceed according to the agenda. If shareholders had any further questions, he would give them the opportunity to ask in other agendas because the meeting had already voted on agenda item 4.

#### **Agenda 5 To consider and approve the election of directors to replace those who completed the terms.**

The Chairman informed the meeting that the Company has assigned the Audit Committee to act as the Nomination and Remuneration Committee. And because Mr. Pongsak Chewcharat, Chairman of the Audit Committee, is a director whose term has expired. Therefore the Chairman assigned Associate Professor Dr. Suda Suwannaphirom, Audit Committee Member and Independent Director, to present instead. In order for the meeting to consider independently, the directors whose terms have expired are invited to leave the meeting room.

Asso. Prof. Dr. Suda Suwannaphirom, Audit Committee member and Independent Director, granted the meeting and proposed to the meeting that according to Public Limited Company Act. B. E. 2535 and Article 18 of the Company's Articles of stipulates that at every Annual General Meeting of Shareholder, One-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three parts, the number closet to one-third (1/3) shall retire. Directors shall be retired in the first and the second year after the registration of the Company shall be drawn by lot to determine who shall retire. For the following years, the directors who have been in office for the longest year shall retire. Directors who retire from office may be re-elected. There are a total of 8 (eight) directors of the Company, this time 3 directors must resign from their positions as follow;

1. Mr.Pongsak Chewcharat Chairman of the Audit Committee and Independent Director
2. Mr.Suthud Khancharoensuk Audit Committee Member and Independent Director
3. Mrs.Wasara Chotithammarat Audit Committee Member and Independent Director

According to the criteria for selection of individuals to assume the office of directors of the Company, the Audit Committee shall be obliged to recruit them by selecting individuals who had qualifications, knowledge, abilities and experiences beneficial to the Company's business operation and had qualification as per the Public Limited Companies Act B.E.2535, related Notification of the Securities and Exchange Commission and Notification of the Stock Exchange of Thailand to be proposed to the Board of Directors. In case, the Board of Directors approved the proposal thereof, the Board of Directors shall propose the same to shareholders for consideration; and the Company has given shareholders an opportunity to nominate individuals for selection and appointment as the Company's directors on the Company's website from 15 November 2024 - 30 December 2024. It appeared that no shareholders nominated any individuals for consideration and appointment as the Company's directors. Therefore, it was proposed to the Shareholders' Meeting that the Board of Directors have scrutinized and agreed that all 3 directors who had to retire by rotation had knowledge, abilities and experiences in conformity with the Company's operation and would be able to help develop the Company. Nominated individuals passed the consideration according to the processes determined by the Company and had qualifications as per the related rules and were proper to the Company's business operation; and this time, the independent director who shall retire by rotation was Mr.Suthud Khancharoensuk, Audit Committee Member and Independent Director. In case, Mr.Suthud Khancharoensuk was reelected and assumed the office until the end of the term, Mr.Suthud Khancharoensuk would have the term in office of more than 9 years, and the Board of Directors considered the matter and agreed that Mr.Suthud Khancharoensuk had flawless and transparent work records and was able to give opinions independently and to use knowledge, experiences and expertise and to give recommendations in favor of the Company's operation, and was fully qualified as an independent director as determined by the Office of the Securities and Exchange Commission. The Board of Directors considered the matter and agreed that individuals to be nominated as independent directors had qualifications according to the laws relating to requirements of independent directors. Therefore, it was proposed to the Meeting for consideration of all 3 existing directors who shall retire by rotation to reassume the office of the Company's

directors for another term and shall assume the existing office before retirement by rotation. Details of directors' biography, the number of years of assumption of office of directors, including the number of times attending the meeting of all 3 existing directors appeared in the Notice of the Annual General Meeting of Shareholders on pages 29 – 33.

The Chairman provided opportunities for shareholders to ask questions and express their opinions. There was no shareholder asked questions or expressed their opinion. The Chairman then closed the registration for the meeting and proposed the shareholders' meeting to vote.

**Resolution** The meeting with a majority vote of shareholders who attended the meeting and voted approved the appointment of Directors who had to retire by rotation to serve as the Company's Directors for another term and to hold position in accordance with the positions that exist before the end of the term as follows

**5.1 Mr.Pongsak Chewcharat**

	<b>Vote</b>	<b>Percentage (%)</b>
Approved	227,245,065	100.0000
Disapproved	-	-
Voided Ballot	-	-
<b>Totaling</b>	<b>227,245,065</b>	<b>100.0000</b>
Abstained	-	Does not count as vote

**5.2 Mr.Suthud Khancharoensuk**

	<b>Vote</b>	<b>Percentage (%)</b>
Approved	227,244,955	99.9999
Disapproved	110	0.0001
Voided Ballot	-	-
<b>Totaling</b>	<b>227,245,065</b>	<b>100.0000</b>
Abstained	-	Does not count as vote

**5.3 Mrs.Wasara Chotithammarat**

	<b>Vote</b>	<b>Percentage (%)</b>
Approved	227,245,065	100.0000
Disapproved	-	-
Voided Ballot	-	-
<b>Totaling</b>	<b>227,245,065</b>	<b>100.0000</b>
Abstained	-	Does not count as vote

The Chairman invited the directors who were voted by the shareholders to return to their positions for another term to return to the meeting room and proceeded with the next agenda item.

**Agenda 5 To consider and approve the remuneration of directors for the year 2025**

The Board of Directors assigned the Audit Committee to act as the Nomination and Remuneration Committee. The Chairman therefore invited Mr.Pongsak Chewcharat, the Chairman of the Audit Committee and Independent Director to present this agenda.

Mr. Pongsak Chewcharat, Chairman of Audit Committee and Independent Director proposed to the meeting that the directors' remuneration for the year 2025 was considered by the Audit Committee acting as the Nomination and Remuneration committee by considering the performance, duties and responsibilities of the director, and compared with other listed companies in the same industry and the similar business sized to the Company. Therefore, it was proposed to the meeting to consider and approve the remuneration for the year 2025 as follow;

**1. Monetary Remuneration**

### 1.1 Board of Directors

Remuneration and Meeting Allowance	2025
Monthly Remuneration (Baht/Person/Month)	
- The Chairman of the Board	150,000
- Director	40,000
Meeting Allowance (Baht/Person/Time)	
- The Chairman of the Board	5,000
- Director	5,000

Remark: Ms.Parichatara Laotheerasirivong, Mr.Alongkot Boonmasuk and Ms.Sitaphatr Nirojthanarat do not receive the monthly remuneration, because they have already received the monthly compensation as executives.

### 1.2 The Audit Committee

Remuneration and Meeting Allowance	2025
Monthly Remuneration (Baht/Person/Month)	
- The Chairman of the Audit Committee	35,000
- Audit Committee Member	10,000
Meeting Allowance (Baht/Person/Time)	
- The Chairman of the Audit Committee	5,000
- Audit Committee Member	5,000

Note: The Audit Committee performs duties in sub-committees including the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee. and the Corporate Governance Committee.

- Directors and Officers' Liability Insurance (D&O)** Limit of Liability in the aggregate 50,000,000 Baht
- Other:** None

The Chairman provided opportunities for shareholders to ask questions and express their opinions. There was no shareholder asked question or expressed their opinion. The Chairman then closed the registration for the meeting and proposed the shareholder's meeting to vote.

**Resolution** The meeting unanimously approve remuneration of directors for the year 2025 according to the details as follows;

	Vote	Percentage (%)
Approved	227,245,065	100.0000
Disapproved	-	-
Voided Ballot	-	-
Abstained	-	-
<b>Totaling</b>	<b>227,245,065</b>	<b>100.0000</b>

### **Agenda 7 To consider and approve the appointment of the auditor of the Company and approve the auditor's remuneration for the fiscal year 2025**

The Chairman invited Mr.Pongsak Chewcharat, the Chairman of the Audit Committee and Independent Director to present this agenda.

Mr. Pongsak Chewcharat, Chairman of the Audit Committee and Independent Director, proposed to the Meeting to consider and appoint auditors from EY Office Limited and to approve the audit fee of 2025 amounted to 2,270,000 Baht, which was at the same rate to those of 2024; and, this year, there was no data audit fee in case of data migration

which occurred only in 2024. The audit fee did not include expenses such as travelling expenses, document fees, facsimile fees, etc.

No.	Name	Certified Public Accountant (Thailand) No.	Number of years as an auditor for the company.
1	Mrs.Sarinda Hirunprasertwutti	4799	3 years (2021-2023)
2	Ms.Wanwilai Phetsang	5315	-
3	Ms.Bongkot Kriengphanamorn	6777	1 year (2024)

Whereas, any Certified Public Accountant shall be empowered to audit and to express opinions on the Company's financial statements. In case, the Certified Public Accountant as per the above-mentioned name list was unable to perform duties, EY Office Limited shall be empowered to appoint other Certified Public Accountant of EY Office Limited who had equivalent qualifications to perform duties instead, the auditors on the proposed name list had no relationship or interests with the Company, Executives or Major Shareholders in a manner which affected the independent performance of duties because it was considered that the proposed auditors had the qualifications as specified by the Company and the Office of the Securities and Exchange Commission and The Stock Exchange of Thailand. The Company auditor fee (not including subsidiaries) are as follow;

Audit Fee	2025 (baht)
- Fee for the audit of the annual financial statements	1,250,000
- Fee for the review of financial statement (3 quarters)	100,000
- Fee for the review of interim financial statement (3 quarters)	570,000
- Fee for the review of consolidated financial statements (4 quarters)	200,000
- Fee for the review of TFRS 9 financial model	150,000
<b>Total</b>	<b>2,270,000</b>
Additional Fee	
-	-

The Chairman provided opportunities for shareholders to ask questions and express their opinions. There were no shareholder asked questions or expressed their opinion. The Chairman asked for registration closed and proposed the meeting to vote.

**Resolution** The meeting unanimously resolve to approve the appointment of the auditor of the Company and approve the auditor's remuneration for the fiscal year 2025 according to the details as follows;

	Vote	Percentage (%)
Approved	227,245,065	100.0000
Disapproved	-	-
Voided	-	-
<b>Totaling</b>	<b>227,245,065</b>	<b>100.0000</b>
Abstained	-	Does not count as vote

**Agenda 8 To consider other (If any)**

The Chairman informed the Meeting that, in this Agenda, there would be no casting of votes because it was a session giving opportunities to shareholders to make inquiries, to express opinions, recommend and discuss with the Company's directors and executives; whereas, shareholders made inquiries and expresses their opinions.

Mr. Somchai Padpai, a shareholder who attended the Meeting in person, asked that, according to data in financial statements, it was obvious that there were debtors who had been litigated and there were provisions such as debts under loan agreements as of the end of the 3<sup>rd</sup> Quarter which were amounted to over 900 million Baht but there were provisions of over 800 million baht showing that the Company had not given the provisions of over 100 million baht; and as of the

end of December 2024, in financial statements, there were debtors who had been litigated amounted to 526 million baht and there were provisions amounted to 419 million baht, and Mr. Somchai Padpai had questions, as follows: In September 2024, there were debtors who had been litigated amounted to over 900 million baht but at the end of the year, such amount was reduced to 526 million baht, showing that an amount of over 400 million baht disappeared. Did the Company write-off such amount? If yes, why did the Company need to take action this time? and Question No.2: Regarding debtors of claims in December 2024, there were debtors who had been litigated amounted to 266 million baht and there were provisions amounted to 204 million baht, the same question was that "Why didn't the Company give the whole provisions?"

Ms. Pemika Patiroobwatee, the Chief Financial Officer, clarified that according to loan agreements, as shareholders understood that in the 3<sup>rd</sup> Quarter, it was obvious that there were debtors who had been litigated amounted to 900 million baht but in the 4<sup>th</sup> Quarter, the amount thereof was reduced to 536 million baht, resulting from the write-off; as a result, the amount of debtors who had been litigated was reduced because it was obvious according to the result of litigation that the Company would not receive repayments from debtors; and in the 4<sup>th</sup> Quarter that there was a write-off, it was for the purpose of more effective management of proportions of NPLs in financial statements. In the 3<sup>rd</sup> Quarter, before the Company had written off, the Board of Directors or the Debt Correction Team convened a meeting to make sure that the figures that the Company would write off from financial statements were reasonable and proper so that the Company would protect its benefits as much as possible. Regarding debts under factoring agreements with such amount of NPLs and the Company had not given some provisions and the reason for not giving the whole amount of provisions because the Company had evaluated that regarding the amount of debts that the Company had not given the provisions, there were documents or processes that the Company was quite confident that the Company would be able to collect this portion of debts in the future; therefore, the Company had not given the provisions for this portion of debts.

Mr. Somchai Padpai, a shareholder who attended the Meeting in person, asked, regarding the amount of debts that the Company had not given the provisions, whether the Company had to give the provisions in the next Quarter or not, and whether the portion of debts that the Company had not given the provisions had the collaterals or not. In case, the Company had not given the provisions, would the Company be able to follow up and keep them back? On which line of financial statements would such provisions be? In case, the Company had followed up and kept them back, would the Company have profits?

Ms. Pemika Patiroobwatee, the Chief Financial Officer, clarified that as shareholders understood that, in case, the Company had not given the provisions, as explained earlier, the Company was quite confident that according to the result of inquiry and legal execution or the wealth of debtors or the rights of claims of the Company, the Company was confident that the Company would be able to collect money.

Mr. Somchai Padpai, a shareholder who attended the Meeting in person, further asked whether such debts had the collaterals or not.

Ms. Pemika Patiroobwatee, the Chief Financial Officer, clarified that some debtors had the collaterals, and in case, the Company had given the provisions and had collected debts, it would be reversed in P&L; as a result, the credit loss would be negative and the Company would be able to generate more profits.

Ms. Naree Sae Lee, rights protection volunteer of the Thai Investors Association, asked that since the allowances for credit loss were amortized amounted to 470 million Baht, would the Company use tax incentives?

Ms. Pemika Patiroobwatee, the Chief Financial Officer, clarified that the Company would be able to partially use tax incentives when the Company had complied with conditions of the Revenue Department but, in some cases that the Company would be unable to use tax incentives, the Company had considered whether such parts thereof would be usable or not because according to the requirements of the Revenue Department, it was specified that the Company shall use tax incentives within 5 years because the Company had the accumulated loss brought forwards in the amount that could not be used within such time limit.

Ms. Naree Sae Lee, rights protection volunteer of the Thai Investors Association, further asked that there were very few chances that the Company would regain this amount of 471 million Baht because the Company had a lot of tax loss, didn't it?

Ms. Pemika Patiroobwatee, the Chief Financial Officer, answered that it was in accordance with what the shareholder understood.

Mrs. Khanung Maktheeranuwat, a shareholder who attended the Meeting in person, asked about the amount of annual debenture interest that the Company had paid.

Ms. Pemika Patiroobwatee, the Chief Financial Officer, answered that the Company had paid the debenture interest at the rate of 7% p.a., amounted to approximately 30 million Baht per year.

Mrs. Khanung Maktheeranuwat, a shareholder who attended the Meeting in person, recommended that in each of shareholders' meetings, shareholders who had to pay transportation fees and wasted their time would like to listen to the information; and in the next year, it was requested to prepare more foods and desserts, and the Chairman of the Meeting accepted the proposal for consideration in the next year.

The Chairman said that he would consider it for next year.

Ms. Wiphawan Jansupharin, a shareholder who attended the Meeting in person, asked about the number of all shares and amounts because there were amounts of 601 million Baht, 442 million Baht and 227 million shares.

The Chairman clarified that the Company had its registered capital of 601 million shares, divided into paid-up capital of 442 million shares, and 227 million shares thereof represented by shareholders attending this Meeting.

There was no shareholders who asked questions or expressed their opinion. Police General Jate Mongkolhutthi, The Chairman, thanked the shareholders and would take the suggestions for further consideration.

After the meeting started at 14.00 hours, more shareholders gradually came to register to attend the meeting. There were 25 shareholders who attended the meeting in person, with 49,922,523 shares. There were 22 shareholders who attended by proxy with 177,322,542 shares. In total, there were 47 attendees, holding 227,245,065 shares, or 51.3048% of the total number of shares sold, which was 442,931,258 shares.

As no shareholder proposed any other matter to the meeting for consideration, the Chairman thanked to the shareholders for their attendance. The meeting adjourned at 15.30 p.m.

Police General -Jate Mongkolhutthi-

(Jate Mongkolhutthi)

Chairman of the Board and Independent Director /Chairman of the Meeting

-Piyanan Mongkol-

(Ms.Piyanan Mongkol)

Company Secretary/Minute's Taker

## Summarized Financial Information

As at 31 December 2023 - 2025

(Unit : Million Baht)

Financial Ratio	Consolidated financial statement		
	2025	2024	2023
Total assets	1,090.63	988.95	1,424.49
Total liabilities	536.69	448.00	433.67
Total shareholders' equity	553.94	540.95	990.82
Total revenues	175.92	112.39	110.11
Total expenses	125.43	496.15	202.43
Loss for the year	10.84	(449.86)	(117.61)
Net Profit(Loss) Margin (%)	6.16	(400.27)	(106.81)
Return on Equity <sup>1/</sup> (%)	9.22	(50.11)	(8.79)
Return on Asset <sup>2/</sup> (%)	4.86	(31.80)	(5.36)
Current Ratio (x)	8.30	5.13	1.98
Debt to equity ratio <sup>3/</sup> (x)	0.97	0.83	0.44
Interest-Bearing D/E Ratio <sup>4/</sup> (x)	0.83	0.67	0.36
interest bearing debt to EBITDA ratio <sup>5/</sup> (x)	7.63	**	**
Interest coverage ratio : ICR <sup>6/</sup> (x)	1.73	(12.01)	(2.16)
Debt service coverage ratio : DSCR <sup>7/</sup> (x)	4.37	(6.49)	(0.27)
NPL ratio <sup>8/</sup> (x)	53.58	62.46	65.01
Interest Bearing Debt matured in 1 year to total interest bearing Debt <sup>9/</sup> (%)	3.00	15.86	84.91
Loan from Financial Institution to Total Debt Ratio (%)	2.16	-	-

**Remark:**

\*\* The ratio can't be calculated because the Company has loss before Interest Income Tax Depreciation and Amortization (LBITDA).

<sup>1/</sup> Return on Equity (ROE) calculated by Earnings Before Interest Income Tax (EBIT) / Average total shareholder's equity

<sup>2/</sup> Return on Asset (ROA) calculated by Earnings Before Interest Income Tax (EBIT) / Average total asset

<sup>3/</sup> Debt to Equity Ratio calculated by Total liabilities / Total shareholder's equity

<sup>4/</sup> Debt to Equity Ratio calculated by the ratio of "liabilities" to "shareholders' equity" at the end of the accounting period. "Liabilities" means the total liabilities in the financial statements of the Company which has been audited by the auditor

<sup>5/</sup> Interest bearing debt to EBITDA ratio calculated by interest-bearing liabilities / Earnings Before Interest Income Tax Depreciation and Amortization (EBITDA)

<sup>6/</sup> Interest Coverage Ratio (ICR) calculated by Earnings Before Interest Income Tax Depreciation and Amortization (EBITDA) / Finance cost in the Statements of comprehensive income.

<sup>7/</sup> Debt Service Coverage ratio (Cash Basis) calculated by Earnings Before Interest Income Tax Depreciation and Amortization (EBITDA) / Interest Bearing liabilities matured in 1 year

<sup>8/</sup> Non-Performing Loans (NPLs) ratio calculated by Non-Performing Loans \* 100 / Total Account Receivable

<sup>9/</sup> Interest Bearing Debt matured in 1 year to total interest bearing Debt calculated by Interest Bearing Debt matured in 1 year / Total Interest Bearing liabilities

QR code

Enclosure No.3

for download the 2025 Form 56-1 One Report



## Information of directors in replacement of those retired by rotation

### 1. Associate Professor Dr.Suda Suwannapirom



**Age:** 66 years

**Propose for appointment:** Independent Director, Audit Committee,  
Risk Management Committee, Chairman of Corporate  
Governance and Sustainability Committee

**Shareholding Percentage:** - shares

**Appointment Date:** 14 October 2016 (9 years 5 months when including the period  
will hold this position until the end of the term which is  
12 years 5 months)

**Family relationship with executives:** None

**Education**

- DBA.Doctor of Business, Burapha University
- Master of Commerce (Personnel), Chulalongkorn University
- Master of Business Practice, University of South Australia
- Bachelor of Science in Business Administration, Kasetsart University

**Training at Thai Institute of Director/Others**

- Director Certificate Program, class 372/2024
- ESG in the Boardroom: A Practical Guide for Board (ESG) class ESG 12/2025
- Diploma, National Defense College, The joint State-Private Sector Course Class 20
- Certificate in Personnel Management Practice Asian Productivity Organization
- Insight in SET: ID&AC — Empowering Comprehensive Knowledge for Growth and Capital Market Sustainability

**Criminal record in the past 10 years:** None

**Disqualifications**

- No history of criminal offenses involving property that was committed dishonestly
- No history of transactions that may cause conflicts of interest with the Company in the past year

**Any position in competing or relating business:** None

**Work Experience and Directorship Executives in other businesses:**

SET Listed Company	Non-Listed Company
None	None

**Work Experience** (Past and present)

**Directorships in Listed Company**

2016 – present: Independent Director and Audit Committee, Lease IT Public Company Limited

2025 – present: Chairman of Corporate Governance and Sustainability Committee, Risk Management Committee,  
Lease IT Public Company Limited

**Positions in Listed Companies / Limited Companies / Other Organizations**

2023 – present: Director Faculty of Allied Health Sciences, Burapha University

2018 – present: Consultant, Apply Methal Precision Technology Co., Ltd.

2005 – present: Academic Reading Committee, Ministry of Higher Education, Science, Research and Innovation

**Past Work Experience**

2023 – 2024: Deputy Dean of International Aviation Education and Research Academy,  
Nakorn Phanom University

2022 – 2023: Chair of the Doctor of Philosophy Program and Master of Arts Program Development Management,  
Suan Sunandha Rajabhat University

2018 – 2022: Graduate School Director, Suan Sunandha Rajabhat University

2020 – 2022: Honorary Director, Election Commission

2016 – 2020: Vice-Rector, Nakorn Pranom University

#### Meeting attendance in 2025

Meeting	Number of meeting attended/total meetings	Percentate
Annual General Meeting of Shareholders	1/1	100
Board of Directors' Meeting	10/10	100
Audit Committee's Meeting	4/4	100
The Audit Committee meeting, acting as the Nomination and Remuneration Committee.	2/2	100
The Audit Committee meeting, acting as the Risk Management Committee.	2/2	100
The Audit Committee meeting, acting as the Corporate Governance Committee.	3/3	100

#### Additional requirements as an independent director

**Any conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities at the present or in the past two years.**

1. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	No
2. Being professional services provider, e.g. auditor, legal advisor	No
3. Having business relation that is material and could be barrier to independent judgement.	None
4. Kin in Relationship between the Director Member.	None

Remarks: Definition and qualifications of independent directors are shown in *Enclosure No.5*

**2. Ms.Sitaphatr Nirojthanarat**



**Age :** 43 years

**Propose for appointment:** Director, Risk Management Committee Member, Corporate Governance and Sustainability Committee Member and Executive Committee Member

**Shareholding Percentage:** 643,802 shares (equivalent to 0.15% of the total voting rights)

**Appointment Date:** 7 April 2016 (10 years when including the period will hold this position until the end of the term which is 13 years)

**Family relationship with executives:** None

**Education**

- MSc in Marketing Management Aston Business School, Aston University, UK
- Bachelor of Arts, English major (2<sup>nd</sup> class honors) Chulalongkorn University

**Training at Thai Institute of Director/Others**

- Director Certification Program (DCP) class 355/2024
- Director Accreditation Program (DAP) class 131/2016
- Fraud Risk Management and Internal Auditing of Financial Institution class 7

**Criminal record in the past 10 years:** None

**Disqualifications**

- No history of criminal offenses involving property that was committed dishonestly
- No history of transactions that may cause conflicts of interest with the company in the past year

**Any position in competing or relating business:** None

**Work Experience and Directorship Executives in other businesses:**

SET Listed Company	Non-Listed Company
None	Ulite Digital Company Limited (subsidiary)

**Work Exeperience** (Past and present)

**Directorships in Listed Company**

- 2016 – present: Director, Lease IT Public Company Limited
- Dec 2025- present: Corporate Governance and Sustainability Committee Member, Risk Management Committee Member, Lease IT Public Company Limited
- May 2021-present: Executive Committee Member, Lease IT Public Company Limited

**Positions in Listed Companies / Limited Companies / Other Organizations**

- Jul 2025 – present: Chief Executive Officer, Lease IT Public Company Limited
- Apr 2025 – present: Acting Chief Marketing Officer, Lease IT Public Company Limited
- 2023 – present: Acting Chief Information Technology and Business Development Officer, Lease IT Public Company Limited
- 2022 – present: Director, Factoring Entrepreneurs Association
- 2020 – present: Director and Chief Executive Officer, Ulite Digital Company Limited (subsidiary)

**Past Work Experience**

- Aug – Dec2025: Chairman of the Sustainability Committee Lease IT Public Company Limited,
- 2021 - July 2025: Deputy Chief Executive Officer Lease IT Public Company Limited,
- 2015 – 2021: Assistant Managing Director Lease IT Public Company Limited,
- 2006 – 2015: Marketing Manager Charoen Pokphand Foods Public Company Limited

**Meeting attendance in 2025**

Meeting	Number of meeting attended/total meetings	Percentate
Annual General Meeting of Shareholders	1/1	100
Board of Directors' Meeting	10/10	100
Executive Committee's Meeting	2/2	100
Sustainability Committee' s Meeting	1/1	100

## **Definition of Independent Director**

### **Qualification of Independent Director**

- 1) Holding shares not exceeding 1 percent of total number of voting rights of the Company, its parent company, subsidiaries, associated company, major shareholders or controlling person. This must include the shareholding of related persons of that independent director as well.
- 2) Neither being nor having been an executive, employee, staff, or advisor who receives salary, controlling person, its parent company, subsidiary, associated company, same-level subsidiary, major shareholders or controlling person. Unless the person has been free from the aforementioned characteristics for not less than 2 years before being appointed as a director.
- 3) Not being a person related by blood or registration under law such as father, mother, spouse, siblings, and child, including spouses of child, of executives, major shareholders, controlling person to be nominated as executive or controlling person of the company or its subsidiary.
- 4) Not having a business relationship as specified by the Capital Market Supervisory Board with the company, its parent company, subsidiary, associated company, major shareholder, controlling person in the manner which may independent judgment, including not being or having been a significant shareholder or controlling person who has a business relationship with the company, its parent company, subsidiary, associated company, major shareholder or controlling person. Unless the person has free from the aforementioned characteristics for not less than 2 years before being appointed as a director.
- 5) Neither being nor having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholders or controlling person. Unless the person has been free from the aforementioned characteristics for not less than 2 years before being appointed as a director
- 6) Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding 2 million baht from the Company, its parent company, subsidiary, associated company, major shareholders or controlling person. Unless the person has been free from the aforementioned characteristics for not less than 2 years before being appointed as a director
- 7) Not being a director who has been appointed as a representative of the Company's director, major shareholders, or shareholders who are related to the major shareholders of the Company
- 8) Not undertaking any business in the same nature and in competition to the business of the Company, subsidiary or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary.
- 9) No having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's operations.

## The Remuneration of the Board of Directors and Sub-Committees

### 1. Monetary Remuneration

	2025				2026 (proposed year)			
	Monthly Remuneration (Baht/Month)		Meeting Allowance (Baht/Time)		Monthly Remuneration (Baht/Month)		Meeting Allowance (Baht/Time)	
	Chairman	Member	Chairman	Member	Chairman	Member	Chairman	Member
1. Board of Directors <sup>1</sup>	150,000	40,000	5,000	5,000	145,000	40,000	12,000	5,000
2. Sub-Committee								
2.1 Audit Committee <sup>2</sup>	35,000	10,000	5,000	5,000	25,000	10,000	12,000	5,000
2.2 Nomination and Remuneration Committee					-	-	10,000	5,000
2.3 Risk Management Committee					-	-	10,000	5,000
2.4 Corporate Governance and Sustainability Committee					-	-	10,000	5,000
2.5 Executive Committee	-	-	-	-	-	-	-	-

**Remark :** <sup>1</sup> Ms.Parichatara Laotheerasrivong and Ms.Sitaphatr Nirojthanarat received monthly remuneration as the management.

<sup>2</sup> The Audit Committee has been assigned to perform additional duties as the Nomination and Remuneration Committee, the Risk Management Committee, and the Corporate Governance Committee, with a meeting allowance of THB 5,000 per time

### 2.Directors and Officers' Liability Insurance (D&O)

	Limit 2025	Limit 2026
Directors and Officers' Liability Insurance (D&O)	Not exceeding 50,000,000 THB	Not exceeding 50,000,000 THB

### 3. Other remuneration: None

**Detail of the auditors and Audit Fee.**

To comply with the Public Limited Companies Act and Articles 60 and 61 of the Company's Articles of Association, which require the Annual General Meeting of Shareholders to appoint the auditor and determine the audit fee of the Company every year upon the recommendation of the Audit Committee, the Board of Directors has considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the appointment of 3 auditors from EY Office Limited as the Company's auditors and approve the audit fees for the year 2026 as follows:

**1) Name of Auditors**

No.	Name	Certified Public Accountant (Thailand) No.	Number of years as an auditor for the Company.
1	Ms.Wannwilai Phetsang	5315	-
2	Ms.Chutiwan Chanswangphuwana	8265	-
3	Ms.Ployjuta Suncanthamal	10678	-

Any one of the certified public auditors shall be authorized to audit and express an opinion on the Company's financial statements. In the event that the aforementioned auditors are unable to perform their duties, EY Office Limited is authorized to appoint other certified public auditors from EY Office Limited with equivalent qualifications to act as substitutes. The proposed auditors have no relationship or interest with the Company, the management, or major shareholders in a manner that would affect the independent performance of their duties. This is based on the consideration that the auditors possess the qualifications as specified by the Company and the Securities and Exchange Commission (SEC). The audit fees for the Company (excluding subsidiaries) are determined as follows:

Unit : baht

Audit Fee	2025	% change	2026
- Fee for the audit of the annual financial statements	1,250,000	(12.80%)	1,090,000
- Fee for the review of annual report	100,000	-	100,000
- Fee for the review of interim financial statements (3 quarters at Baht190,000 each)	570,000	-	570,000
- Fee for the review of consolidated financial statements (4 quarters at Baht 50,000 each)	200,000	-	200,000
- Fee for the review of TFRS 9 financial model	150,000	-	150,000
<b>Total</b>	<b>2,270,000</b>	<b>(7.05%)</b>	<b>2,110,000</b>
<b>Non-Audit Fee</b>	None	-	None
<b>Grand Total</b>	<b>2,270,000</b>	<b>(7.05%)</b>	<b>2,110,000</b>

**Company's Articles of Association concerning the Shareholders' Meeting and Voting****1. Convening of Meeting****Chapter 4 Clause 37**

There shall be a meeting of shareholders at least once a year. Such a meeting is called "General Meeting" Such meeting shall be held within 4 months after the end of the company's fiscal year.

Other shareholder meetings are called "extraordinary meetings".

The Board of Directors would call for Extraordinary Meeting as appropriate or when a shareholder or shareholders, representing for not less than 10 percent of total outstanding shares, gathering to sign up the same letter requesting the Board of Directors to call for shareholders' meeting. The letter must obviously contain statement of subject and reason to call for shareholders' meeting and the Board of Directors must arrange the meeting within forty-five (45) days after receiving the letter from shareholders.

In the case where the committee does not organize a meeting within the period specified in paragraph three, All shareholders who have signed their names or other shareholders who collectively have the required number of shares may call a meeting themselves within 45 days from the expiration of the period under paragraph 3. In such case, it shall be considered a shareholder meeting called by the Board of Directors. The company is responsible for the necessary expenses incurred from organizing the meeting and providing reasonable facilitation.

In the case where it appears that any shareholder meeting that was called because of the shareholders under paragraph 4. The number of shareholders attending the meeting was not sufficient to form a quorum as specified in Section 39. Shareholders according to paragraph 4 must be jointly responsible for reimbursement of expenses incurred from holding that meeting to the company.

**Chapter 4 Clause 38**

In an invitation letter for a shareholder meeting, the board must clearly indicate the place, date, time and agenda of the meeting, and issues to be reported to the quorum of the meeting with appropriate details by clearly indicating whether each of the reported issues is for acknowledgment, approval, or consideration, together with the board's opinions towards such matters. The invitation letters must be sent to all shareholders and the public company limited registrar at least seven (7) days before the meeting day and advertising the meeting on a newspaper or via electronic media through a website that is generally accessible or according to the rules prescribed by the Registrar not less than three (3) days before the meeting date. It must be advertised for a period of three (3) days.

Delivery of meeting notices to shareholders may be performed by electronic means, If the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and with in the period specified by the company, or according to the rules prescribed by the Registrar.

**2. Proxy****Chapter 4 Clause 40**

In the shareholder meeting Shareholders may authorize others to attend the meeting and vote on their behalf. The authorization must be made in writing, signed by the grantor and made in the form specified by the Public Company Registrar. It must be given to the Chairman of the Board or a person designated by the Chairman of the Board at the meeting place before the proxy attends the meeting and must include at least the following items:

- A. Number of shares held by the authorizer
- B. Name of proxy
- C. The time of the meeting where the proxy is given to attend the meeting and vote.

The proxy under the paragraph 1 may be made by electronic means instead, provided that the proxy is secure and reliable that the proxy is made by the shareholder, in accordance with the rules prescribed by the Registrar. In regards to sending, receiving and storage of documents related to proxy electronic means the company will proceed in accordance with the rules prescribed by the electronic transaction law.

### **3. Meeting Procedures**

#### **Chapter 4 Clause 41**

A shareholder meeting must be run in the order of the agenda in the invitation letter, except the quorum of the meeting resolves that the order of the agenda must be changed. The resolution must be supported by at least two-third (2/3) of the attendants.

After all the agenda of a meeting in the invitation letter have been considered, shareholders whose shares are at least one-third (1/3) of all the sellable shares of the Company may ask the quorum of the meeting to consider any agenda other than the agenda in the invitation letter.

In case where the quorum of a meeting does not finish considering the agenda in the invitation letter or the additional agenda proposed by shareholders, and the consideration of such agenda have to be postpone, the quorum has to determine the place, date and time for the next meeting; and ask the board of the Company to send to all shareholders the invitation letters with place, date, time and agenda of the meeting at least seven (7) days before the meeting day, and advertising the meeting on a newspaper or via electronic media through a website that is generally accessible or in accordance with any other criteria prescribed by the Registrar not less than three(3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days.

Delivery of meeting notices to shareholders may be performed by electronic means, If the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar.

### **4. Quorum**

#### **Chapter 4 Clause 39**

A shareholder meeting must be attended by at least twenty-five (25) or a half of all shareholder or shareholder's representatives (if any), and the total shares must be one-third (1/3) of all the sellable shares of the Company.

For a shareholder meeting that has passed the appointed time for one (1) hour but has not enough attendants as stated before, if the meeting is requested by shareholders, it will be cancelled. If the meeting is held not because of shareholders' request, the meeting has to be postponed to a new appointed date. The summon letters must be sent to all shareholders at least seven (7) days before the new meeting day. This new meeting need not be attended by attendants in the aforementioned number.

Delivery of meeting notices to shareholders may be performed by electronic means, If the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar.

### **5. Voting Procedures**

#### **Chapter 4 Clause 44**

A resolution of the shareholder meeting shall consist of the following votes. In an ordinary event, the majority vote of the shareholders present at the meeting and casting their votes is required. In case of a tie vote, the chairman of the meeting shall have a casting vote. In the following events, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders present at the meeting and entitled to vote is required.

1. the sale or transfer of the whole or material parts of the business of the company to other persons;
2. the purchase or acceptance of transfer of the business of other companies or private companies by the company;
3. the conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the company, the assignment of the management of the business of the company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
4. the amendment of the memorandum or regulations of the company.
5. The increase and reduction of a capital.
6. The issuance of debenture.
7. The amalgamation or dissolution of the company.

## **6. Appointment of Directors**

### **Chapter 3 Clause 15**

The Board of Directors shall elect one of the directors to be appointed as Chairman, Vice Chairman and other position of the directors to be appointed as Chairman, Vice Chairman and other positions as they see fit. Not less than one-half of the directors must be resident in Thailand.

### **Chapter 3 Clause 17**

The shareholders' meeting shall elect directors in accordance with the following rules and procedures;

- 1) Each shareholders shall be entitled to the number of votes equivalent to the number of share held by him; one share shall have one vote.
- 2) Each shareholder shall elect one or more directors, provided that the shareholders shall not exercise their votes in excess of the number of directors required at such time. In the case that a shareholder elects more than one director, the shareholder may exercise all the votes he has, provided that he may not split his votes among any such persons.
- 3) The persons receiving the highest number of votes in respective order shall be appointed directors depending on the requirement of directors set at such time. In the event that a number of persons receives an equal number of votes for the last directorship rendering the number of directors more than is required at such time, the Chairman of the meeting shall have a casting vote.

### **Chapter 3 Clause 21**

If the directorship becomes vacant for any reason other than by rotation, the Board of Directors shall elect a person who is qualified and does not possess any prohibited characterized as provided hereunder, to fill in the vacancy. The election shall take place at the subsequent Board of Directors' meeting unless the remaining term of the directorship is less than two (2) months.

The director who fills in the vacancy shall retain the office for only the remaining term of office of the director whom he replaces.

The resolution of the Board of Directors in respect to the first paragraph shall consist of not less than three-fourth (3/4) the votes of the remaining directors.

**Registration, Proxy Appointment, and Voting Procedures****Documents and evidence that the shareholders' are required to present prior to the meeting****1. In the event that the shareholders is a natural person**

1.1 Attendance in person: A valid official ID card in where a photograph is shown, e.g. person ID card, driver license, or passport.

1.2 Attendance by proxy:

- a) A proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy;
- b) A copy of the proxy grantor's official ID card as referred to in 1.1 certified true and correct by the proxy grantor; and
- c) An original of the proxy's official ID card as referred to in 1.1

**2. In the event that the shareholders is a juristic person**

2.1 Attendance in person by an authorized representative of the shareholder;

- a) An original of such authorized representative's official ID card as referred to in 1.1; and
- b) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certification of Incorporation must be certified true and correct by such authorized representative which is issued by the Department of Business Development with a validity not exceeding 6 months from the date of the document.

2.2 Attendance by proxy

- a) A proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy;
- b) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of incorporation must be certified true and correct by such authorized representative which is issued by the Department of Business Development with a validity not exceeding 6 months from the date of the document.
- c) An original of the proxy's official ID card as referred to in 1.1 above.

**3. In the event that the shareholder is a foreigner shareholder or is a juristic person incorporated under foreign laws**

Provisions specified in paragraphs nos. 1 and 2 above shall be applied mutatis mutandis to a foreign shareholder or, as the case may, be a shareholder which is juristic person incorporated under foreign laws subject to the following conditions:

- a) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and

- b) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative(s) of such juristic person.

### **Registration**

Registration to attend the AGM began more than 1 hour prior to the commencement of the meeting. The registration will be available from 12.30 hrs. at ASIC Room, MS Siam Tower, 31<sup>st</sup> Floor, No. 1023, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 until the meeting finished.

1. Please proceed to “documents verification” booth to submit documents and evidence that the shareholders’ are required to present prior to the meeting.
2. Please proceed to registration booths and hand over the verified documents.
3. The registered attendance will receive a set of voting ballot paper for each agenda.

### **Voting**

1. The Chairman would ask the Meeting to vote on each agenda item.
2. The Shareholders/proxies could vote to disapprove or to refrain from voting ballot paper and are requested to sign each voting ballot paper. The voting ballot papers would collect after the voting had been cast and the results of the voting for each agenda would appear on the screen.
3. Unmarked voting ballot papers and voting ballot papers that are not return are to be considered as approval.

### **Counting the Votes**

1. The vote was counted as one share per one and the resolution was by the majority votes except a law or regulation determined a different. If the votes were equal, the Chairman of the meeting would have one vote to decide beside the votes entitled to as shareholders.
2. Only the “disapproved” and “abstention” votes would be counted for each agenda item, the result being deducted from the total number of votes of Shareholders and proxies present at the Meeting, with the rest considered approval of the agenda item.
3. The shareholders/proxies who wished to leave the Meeting before its conclusion could cast votes in advance and leave the relevant ballot papers for the remaining agenda items with the officer at the exit.
4. The results of the voting for each agenda would specify “Approved”, “Disapproved”, “Abstained” and “Voided Ballot”. For each agenda item, the results would use the latest total number of votes of Shareholders and proxies.

**Informations of Independent Directors purpose as proxies**



**Mr.Pongsak Chewcharat**

**Age:** 75 years

**Position:** Independent Director, Chairman of Audit Committee,  
Remuneration and Nomination Committee Member

**Address:** 1023 MS Siam Tower, 29<sup>th</sup> floor, Rama III Road,  
Chongnonsi, Yannawa, Bangkok 10120  
Tel.02-163-4260

**Conflict of Interest agenda 1-7:** None



**Mr.Suthud Khancharoensuk**

**Age:** 66 years

**Position:** Independent Director, Audit Committee Member,  
Chairman of Remuneration and Nomination Committee  
Corporate Governance and Sustainability Committee Member

**Address:** 1023 MS Siam Tower, 29<sup>th</sup> floor, Rama 3 Road,  
Chongnonsi, Yannawa, Bangkok 10120  
Tel.02-163-4260

**Conflict of Interest agenda 1-7:** None



**Mrs.Wasara Chottithammarat**

**Age:** 60 years

**Position:** Independent Director, Audit Committee Member,  
Chairman of Risk Management Committee,  
Corporate Governance and Sustainability Committee Member

**Address:** 1023 MS Siam Tower, 29<sup>th</sup> floor, Rama 3 Road,  
Chongnonsi, Yannawa, Bangkok 10120  
Tel.02-163-4260

**Conflict of Interest agenda 1-7:** None

Form of Proxy, Form A. (General Form)

Annexed to Notice of Department of Business Development. Re : Form of Proxy (No. 5) B.E. 2550 (2007)

Written at.....

Date.....Month.....Year.....

(1) I/We.....Nationality.....Residing at No.....Road.....Sub-district.....District.....Province.....Post Code.....

(2) Being a shareholder of Lease IT Public Company Limited, by holding a total of.....Shares; and have the right to vote equal to .....votes as follows : Ordinary share.....Shares; and have the right to vote equal to .....Votes Preferred share.....Shares; and have the right to vote equal to .....Votes

(3) Hereby appoint

(1) .....Age.....Years, Residing at No .....Road.....Sub-district.....District.....Province.....Post Code....., or

(2) .....Age.....Years, Residing at No .....Road.....Sub-district.....District.....Province.....Post Code....., or

(3) .....Age.....Years, Residing at No .....Road.....Sub-district.....District.....Province.....Post Code.....,

any one of them as my / our proxy to attend and vote on my / our behalf at the 2026 Annual General Meeting of Shareholders (No.13) to be held on Thursday, April 2, 2026 at 2.00 p.m. at ASIC Room, MS Siam Tower, 31st Floor, 1023 Rama 3 Road, Chongnonsri, Yannawa, Bangkok or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my /our acts and performance in all respects.

Signed.....Grantor (.....)

Signed.....Grantee (.....)

Signed.....Grantee (.....)

Signed.....Grantee (.....)

Remarks

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided in to several portions and granted to more than one proxy in order to divide the votes.

**Form of Proxy, Form B. (Defined items Be clearly detailed proxy).**

**Annexed to Notice of Department of Business Development. Re : Form of Proxy (No. 5) B.E. 2550 (2007)**

Written at.....

Date.....Month.....Year.....

(1) I/We.....Nationality.....Residing at  
No.....Road.....Sub-district.....  
District.....Province.....Post Code.....

(2) Being a shareholder of Lease IT Public Company Limited,  
by holding a total of.....Shares; and have the right to vote equal to .....votes as follows :  
Ordinary share.....Shares; and have the right to vote equal to .....Votes  
Preferred share.....Shares; and have the right to vote equal to .....Votes

(3) Hereby appoint

(1) .....Age.....Years, Residing at No .....  
Road.....Sub-district.....District.....  
Province.....Post Code....., or

(2) .....Age.....Years, Residing at No .....  
Road.....Sub-district.....District.....  
Province.....Post Code....., or

(3) .....Age.....Years, Residing at No .....  
Road.....Sub-district.....District.....  
Province.....Post Code.....,

any one of them as my / our proxy to attend and vote on my / our behalf at the 2026 Annual General Meeting of Shareholders (No.13) to be held on Thursday, April 2, 2026 at 2.00 p.m at ASIC Room, MS Siam Tower, 31<sup>st</sup> Floor, No.1023, Rama 3 Road, Chongnonsi, Yannawa, Bangkok or such other date, time and place as may be adjourned.

(4) I/We authorize my / our proxy to cast the votes on my / our behalf at the above meeting in the following manners :

**Agenda 1 To acknowledge the Company's operating results for the fiscal year ended December 31, 2025**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes       Disapprove..... votes       Abstain..... votes

**Agenda 2 To consider and approve the Company's financial statements for the fiscal year ended December 31, 2025.**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes       Disapprove..... votes       Abstain..... votes

**Agenda 3 To consider and approve the omission of net profit allocation as legal reserve and the omission of dividend payment**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes       Disapprove..... votes       Abstain..... votes

**Agenda 4 To consider and approve the reduction of the registered capital by cancelling the unissued shares and the amendment to Clause 4 of the Company’s Memorandum of Association in accordance with the reduction of the registered capital**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions :
- Approve.....votes                       Disapprove..... votes                       Abstain..... votes

**Agenda 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation.**

**1. Associate Professor Dr.Suda Suwannapirom**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions :
- Approve.....votes                       Disapprove..... votes                       Abstain..... votes

**2. Ms.Sitaphatr Nirojthanarat**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions :
- Approve.....votes                       Disapprove..... votes                       Abstain..... votes

**Agenda 6 To consider and approve the directors’ remuneration for the year 2026.**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions :
- Approve.....votes                       Disapprove..... votes                       Abstain..... votes

**Agenda 7 To consider and approve the appointment of the auditors and the approval of audit fees for the year 2026**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions :
- Approve.....votes                       Disapprove..... votes                       Abstain..... votes

**Agenda 8 To consider other matters (if any)**

No Vote for this agenda

(5) Voting of proxies in any agenda that is not stated in this proxy. Voting shall be deemed invalid and not use me as a vote of shareholders.

(6) In case we do not specify the purpose of voting on any agenda it. Or not clearly specified or in the event that the meeting is considering or voting on any matter other than those specified above. Including the case of any change or additional facts. The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.

Any action by the proxy at the meeting. However, if the proxy does not vote as I stated in the proxy. Be deemed as having been performed in all respects.

Signed.....Grantor  
(.....)

Signed.....Grantee  
(.....)

Signed.....Grantee  
(.....)

Signed.....Grantee  
(.....)

---

**Remark**

- 1. Shareholders proxies. Must appoint only one proxy to attend and vote is not split shares. For many proxies for splitting votes.
- 2. Election of directors can elect all directors or elect directors individually.
- 3. In cases where the agenda to be considered at the Meeting other than those listed above. The grantor can specify additional information in the attached to Proxy Form B.

**Attachment to Proxy Form B.**

A proxy is granted by a shareholder of Lease IT Public Company Limited.

For the 2026 Annual General Meeting of Shareholders (No.13) to be held on Thursday, April 2, 2026 at 2.00 p.m. at ASIC Room, MS Siam Tower, 31<sup>st</sup> Floor, No. 1023, Rama 3 Road, Chongnonsi, Yannawa, Bangkok or such other date, time and place as may be adjourned.

- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
- Agenda No.....Re : Appointment of directors
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes

**Form of Proxy, Form C.**

**(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody).**

**Annexed to Notice of Department of Business Development. Re : Form of Proxy (No. 5) B.E. 2550 (2007)**

Written at.....

Date.....Month.....Year.....

(1) I/We.....Nationality.....Residing at  
No.....Road.....Sub-district.....  
District.....Province.....Post Code..... As a  
business, as custodian of shares (Custodian) for..... Being a  
shareholder of Lease IT Public Company Limited.

by holding a total of.....Shares; and have the right to vote equal to .....votes as follows:-

Ordinary share.....Shares; and have the right to vote equal to .....Votes

Preferred share.....Shares; and have the right to vote equal to .....Votes

(2) Hereby appoint

(1) .....Age.....Years, Residing at No .....  
Road.....Sub-district.....District.....  
Province.....Post Code....., or

(2) .....Age.....Years, Residing at No .....  
Road.....Sub-district.....District.....  
Province.....Post Code....., or

(3) .....Age.....Years, Residing at No .....  
Road.....Sub-district.....District.....  
Province.....Post Code.....,

any one of them as my / our proxy to attend and vote on my / our behalf at the 2026 Annual General Meeting of Shareholders (No.13) to be held on Thursday, April 2, 2026 at 2.00 p.m.at ASIC Room, MS Siam Tower, 31<sup>st</sup> Floor, No.1023, Rama 3 Road, Chongnonsi, Yannawa, Bangkok or such other date, time and place as may be adjourned.

(3) I/We authorize my / our proxy to cast the votes on my / our behalf at the above meeting in the following manners:-

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:-
  - Ordinary shares.....shares in total, which are entitled to cast.....votes;
  - Preferred shares.....shares in total, which are entitled to cast.....votesTotal.....votes.

(4) I/We authorize my / our proxy to cast the votes on my / our behalf at the above meeting in the following manners:-

**Agenda 1 To acknowledge the Company's operating results for the fiscal year ended December 31, 2025**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions :
  - Approve.....votes
  - Disapprove..... votes
  - Abstain..... votes

**Agenda 2 To consider and approve the Company's financial statements for the fiscal year ended December 31, 2025.**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes

Disapprove..... votes

Abstain..... votes

**Agenda 3 To consider and approve the omission of net profit allocation as legal reserve and the omission of dividend payment**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes

Disapprove..... votes

Abstain..... votes

**Agenda 4 To consider and approve the reduction of the registered capital by cancelling the unissued shares and the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the reduction of the registered capital**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes

Disapprove..... votes

Abstain..... votes

**Agenda 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation.**

**1. Associate Professor Dr.Suda Suwannapirom**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes

Disapprove..... votes

Abstain..... votes

**2. Ms.Sitaphatr Nirojthanarat**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes

Disapprove..... votes

Abstain..... votes

**Agenda 6 To consider and approve the directors' remuneration for the year 2026.**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes

Disapprove..... votes

Abstain..... votes

**Agenda 7 To consider and approve the appointment of the auditors and the approval of audit fees for the year 2026**

(a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

Approve.....votes

Disapprove..... votes

Abstain..... votes

**Agenda 8 To consider other matters (if any)**

No Vote for this agenda

(5) Voting of proxies in any agenda that is not stated in this proxy. Voting shall be deemed invalid and not use me as a vote of shareholders.

(6) In case we do not specify the purpose of voting on any agenda it. Or not clearly specified or in the event that the meeting is considering or voting on any matter other than those specified above. Including the case of any change or additional facts. The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.

Any action by the proxy at the meeting. However, if the proxy does not vote as I stated in the proxy. Be deemed as having been performed in all respects.

Signed.....Grantor  
(.....)

Signed.....Grantee  
(.....)

Signed.....Grantee  
(.....)

Signed.....Grantee  
(.....)

---

**Remark**

1. This form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is :
  - (1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholders' behalf ; and
  - (2) A certification that the authorized signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form C.

**Attachment to Proxy Form C.**

A proxy is granted by a shareholder of Lease IT Public Company Limited.

For the 2026 Annual General Meeting of Shareholders (No.13) to be held on Thursday, April 2, 2026 at 2.00 p.m. at ASIC Room, MS Siam Tower, 31<sup>st</sup> Floor, No. 1023, Rama 3 Road, Chongnonsi, Yannawa, Bangkok or such other date, time and place as may be adjourned.

- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  
- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  
- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  
- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  
- AgendaNo.....Re.....
  - (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions :
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  
- Agenda No.....Re : Appointment of directors
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes
  - Name of Director.....
    - Approve.....votes       Disapprove..... votes       Abstain..... votes

**Map of Meeting Venue**

Lease IT Public Company Limited  
ASIC Room, MS Siam Tower, 31<sup>st</sup> Floor,  
No.1023, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120



How to travel

1. By Bus No.89, No.195, No.205 and Air-conditioned bus No.205
2. By Car, Stage 1 Expressway, the Rama 3, Chong nonsi-nanglinchee connecting Rama 3.
3. By Car, Stage 2 Expressway, Daokanong-Bangklo, Bangkok

Nearby Places

- Same Side: Huapla Chongnonsi Restaurant and DHL
- Opposite Side: Lumpini Place Narathivas Condo

Elevator: High Zone